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

OMB No 1545-0052

2008

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

For calendar year 2008, or tax year beginning 07/01, 2008, and ending 06/30, 2009

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation GORONGOSA RESTORATION PROJECT, INC. F/K/A GREGORY C CARR FOUNDATION		A Employer identification number 04-3452643
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (202) 466-0577
	1250 24TH STREET WEST	300	C If exemption application is pending, check here <input type="checkbox"/>
	City or town, state, and ZIP code WASHINGTON, DC 20037		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) $\$$ 33,045,102.

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	2,902,996.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	957,238.	957,238.	NONE	STMT 1
	5a Gross rents	454,534.	NONE	NONE	
	b Net rental income or (loss) 70,389.				
	6a Net gain or (loss) from sale of assets not on line 10	537,273.			
	b Gross sales price for all assets on line 6a 18,091,770.				
	7 Capital gain net income (from Part IV, line 2)		537,273.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	454,786.	NONE	NONE	STMT 5
	12 Total. Add lines 1 through 11	5,306,827.	1,494,511.	NONE	
	13 Compensation of officers, directors, trustees, etc.	78,120.	NONE	NONE	78,120.
	14 Other employee salaries and wages	2,215,174.	NONE	NONE	2,215,174.
	15 Pension plans, employee benefits	80,536.	NONE	NONE	80,536.
	16a Legal fees (attach schedule) STMT 6	118,916.	NONE	NONE	118,916.
	b Accounting fees (attach schedule) STMT 7	9,800.	NONE	NONE	9,800.
	c Other professional fees (attach schedule) STMT 8	700,740.	NONE	NONE	700,740.
	17 Interest	162,442.	NONE	NONE	162,442.
	18 Taxes (attach schedule) (see page 14 of the instructions)	30,902.	NONE	NONE	45,902.
	19 Depreciation (attach schedule) and depletion	667,891.	NONE	NONE	
	20 Occupancy				
	21 Travel, conferences, and meetings	870,741.	NONE	NONE	870,741.
	22 Printing and publications	25,376.	NONE	NONE	25,376.
	23 Other expenses (attach schedule) STMT 11	4,362,545.	36,935.	NONE	4,283,015.
	24 Total operating and administrative expenses. Add lines 13 through 23	9,323,183.	36,935.	NONE	8,590,762.
	25 Contributions, gifts, grants paid	397,200.			397,200.
	26 Total expenses and disbursements. Add lines 24 and 25	9,720,383.	36,935.	NONE	8,987,962.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-4,413,556.			
	b Net investment income (if negative, enter -0-)		1,457,576.		
	c Adjusted net income (if negative, enter -0-)			NONE	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. ** STMT 10

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SCANNED MAY 21 2010

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		272,786.	378,881.	378,881.
	2	Savings and temporary cash investments		2,926,817.	488,535.	488,535.
	3	Accounts receivable ▶ <u>313,256.</u>				
		Less allowance for doubtful accounts ▶ <u> </u>		329,076.	313,256.	313,256.
	4	Pledges receivable ▶ <u> </u>				
		Less allowance for doubtful accounts ▶ <u> </u>				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ <u> </u>				
		Less allowance for doubtful accounts ▶ <u> </u>				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) * *		8,736,253.	8,538,136.	8,538,136.
	b	Investments - corporate stock (attach schedule) <u>STMT 13.</u>		7,737,254.	7,893,029.	7,893,029.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ <u> </u>				
	Less accumulated depreciation (attach schedule) ▶ <u> </u>					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶ <u>18,161,898.</u>					
	Less accumulated depreciation (attach schedule) ▶ <u>2,891,947.</u>		27,516,846.	15,269,951.	15,269,951.	
15	Other assets (describe ▶ <u>STMT 14</u>)		231,126.	163,314.	163,314.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		47,750,158.	33,045,102.	33,045,102.	
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 (attach schedule)		7,901,421.	1,451,985.	
	22	Other liabilities (describe ▶ <u>STMT 15</u>)		68,565.	25,000.	
	23	Total liabilities (add lines 17 through 22)		7,969,986.	1,476,985.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		39,780,172.	31,568,117.	
	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, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)		39,780,172.	31,568,117.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		47,750,158.	33,045,102.		

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	39,780,172.
2	Enter amount from Part I, line 27a	2	-4,413,556.
3	Other increases not included in line 2 (itemize) ▶ <u> </u>	3	
4	Add lines 1, 2, and 3	4	35,366,616.
5	Decreases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 16</u>	5	3,798,499.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31,568,117.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	537,273.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.				3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	8,736,500.	24,157,705.	0.361644
2006	10,897,728.	23,710,247.	0.459621
2005	7,041,702.	24,315,773.	0.289594
2004	5,174,094.	25,905,378.	0.199730
2003	11,404,992.	28,195,580.	0.404496
2 Total of line 1, column (d)			2 1.715085
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 0.343017
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 19,241,832.
5 Multiply line 4 by line 3			5 6,600,275.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 14,576.
7 Add lines 5 and 6			7 6,614,851.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 8,987,962.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of 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 letter _____ (attach copy of ruling letter if necessary - see instructions)	1	14,576.
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		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2	3	14,576.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	14,576.
6 Credits/Payments		
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	20,000.
b Exempt foreign organizations-tax withheld at source	6b	NONE
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	20,000.
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,424.
11 Enter the amount of line 10 to be Credited to 2009 estimated tax	11	5,424. Refunded

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?	1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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 ▶ \$ _____ (2) On foundation managers ▶ \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ DC, MA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? 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

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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)(3)? If "Yes," attach schedule (see page 20 of the 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 WWW.GORONGOSA.NET				
14	The books are in care of GREGORY C. CARR Telephone no 202-466-0577			
Located at 1250 24TH STREET WEST SUITE 300 WASHINGTON, DC ZIP + 4 20037				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A			
and enter the amount of tax-exempt interest received or accrued during the year 15				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) <input type="checkbox"/>	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008) <input type="checkbox"/>	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008? <input type="checkbox"/>	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 page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No **5b** ☒ X

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)

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 **6b** ☒ X

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** ☒ X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 18		78,120.	NONE	NONE

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 19		248,925.	NONE	NONE

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 20		72,366.
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 GORONGOSA NATIONAL PARK	6,487,388.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,322,578.
b	Average of monthly cash balances	1b	4,893,557.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	318,720.
d	Total (add lines 1a, b, and c)	1d	19,534,855.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	19,534,855.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	293,023.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,241,832.
6	Minimum investment return. Enter 5% of line 5	6	962,092.

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

1	Minimum investment return from Part X, line 6	1	962,092.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	14,576.
b	Income tax for 2008. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	14,576.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	947,516.
4	Recoveries of amounts treated as qualifying distributions	4	11,329,564.
5	Add lines 3 and 4	5	12,277,080.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	12,277,080.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	8,987,962.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,987,962.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	14,576.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,973,386.

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

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

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				12,277,080.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2008.				
a From 2003	NONE			
b From 2004	3,901,451.			
c From 2005	4,310,430.			
d From 2006	9,779,944.			
e From 2007	7,552,189.			
f Total of lines 3a through e	25,544,014.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 8,987,962.				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2008 distributable amount				8,987,962.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	3,289,118.			3,289,118.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	22,254,896.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	22,254,896.			
10 Analysis of line 9				
a Excess from 2004	612,333.			
b Excess from 2005	4,310,430.			
c Excess from 2006	9,779,944.			
d Excess from 2007	7,552,189.			
e Excess from 2008				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 27 of the instructions.)**1 Information Regarding Foundation Managers:**

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

GREGORY C CARR

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

N/A

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

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

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

SEE STATEMENT 21

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

NO PARTICULAR FORMAT.

c Any submission deadlines

NO SUBMISSION DEADLINES.

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

SEE STATEMENT 22

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 23				
Total				3a 397,200.
b Approved for future payment				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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				14	957,238.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property				16	70,389.	
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	537,273.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b <u>PARK REVENUE</u>						454,771.
c <u>MISC</u>						15.
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)					1,564,900.	454,786.
13 Total. Add line 12, columns (b), (d), and (e)					13	2,019,686.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

[illegible]

Schedule of Contributors

OMB No 1545-0047

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

2008

Name of the organization

GORONGOSA RESTORATION PROJECT, INC.
F/K/A GREGORY C CARR FOUNDATION

Employer identification number

04-3452643

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3 % support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$

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

Name of organization **GORONGOSA RESTORATION PROJECT, INC.**
F/K/A GREGORY C CARR FOUNDATION

Employer identification number
04-3452643

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GREGORY C. CARR 1250 24TH ST W SUITE 300 WASHINGTON, DC 20037	\$ 2,582,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	CITY OF BOISE, CONSERVATION FUND GRANT ON FILE - DETAILS UPON REQUEST	\$ 17,280.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	INDIVIDUALS < \$5000 1250 24TH ST W SUITE 300 WASHINGTON, DC 20037	\$ 5,974.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	IPAD ON FILE DETAILS UPON REQUEST	\$ 258,902.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	USAID ADDRESS OF FILE	\$ 33,797.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	IAED ON FILE DETAILS UPON REQUEST	\$ 5,043.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
209,694.		CHEVRON CORP PROPERTY TYPE: SECURITIES 190,263.				P	10/15/2008 19,431.	10/28/2008
211,774.		CHEVRON CORP PROPERTY TYPE: SECURITIES 179,165.				P	10/13/2008 32,609.	10/14/2008
278,693.		IBM PROPERTY TYPE: SECURITIES 255,143.				P	10/22/2008 23,550.	10/31/2008
166,760.		DIAMONDS TRUST PROPERTY TYPE: SECURITIES 159,356.				P	11/20/2008 7,404.	11/24/2008
449,492.		DIAMONDS TRUST PROPERTY TYPE: SECURITIES 415,155.				P	12/02/2008 34,337.	12/08/2008
86,894.		DIAMONDS TRUST PROPERTY TYPE: SECURITIES 77,711.				P	11/21/2008 9,183.	11/28/2008
86,898.		DIAMONDS TRUST PROPERTY TYPE: SECURITIES 79,678.				P	11/20/2008 7,220.	11/26/2008
347,594.		DIAMONDS TRUST PROPERTY TYPE: SECURITIES 310,844.				P	11/21/2008 36,750.	11/26/2008
269,693.		GOLDMAN SACHS PROPERTY TYPE: SECURITIES 232,973.				P	11/07/2008 36,720.	01/05/2009
275,693.		IBM PROPERTY TYPE: SECURITIES 255,305.				P	01/09/2009 20,388.	01/26/2009
269,693.		IBM PROPERTY TYPE: SECURITIES 238,636.				P	11/18/2008 31,057.	01/06/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
449,494.		DIAMONDS TRUST PROPERTY TYPE: SECURITIES 427,125.				P	12/12/2008	01/02/2009
							22,369.	
179,797.		DIAMONDS TRUST PROPERTY TYPE: SECURITIES 173,137.				P	12/19/2008	01/02/2009
							6,660.	
299,693.		APPLE PROPERTY TYPE: SECURITIES 275,105.				P	01/07/2009	02/09/2009
							24,588.	
266,693.		GOLDMAN SACHS PROPERTY TYPE: SECURITIES 246,305.				P	02/18/2009	02/24/2009
							20,388.	
268,883.		GOLDMAN SACHS PROPERTY TYPE: SECURITIES 240,305.				P	01/12/2009	02/04/2009
							28,578.	
299,693.		APPLE PROPERTY TYPE: SECURITIES 279,305.				P	02/18/2009	03/18/2009
							20,388.	
172,034.		GOLDMAN SACHS PROPERTY TYPE: SECURITIES 160,205.				P	03/05/2009	03/11/2009
							11,829.	
184,493.		EMERSON ELECTRIC PROPERTY TYPE: SECURITIES 155,505.				P	10/23/2008	05/04/2009
							28,988.	
184,493.		EMERSON ELECTRIC PROPERTY TYPE: SECURITIES 164,876.				P	02/11/2009	05/04/2009
							19,617.	
94,959.		CD NATIONAL CITY BANK PROPERTY TYPE: SECURITIES 92,248.				P	02/14/2006	08/05/2008
							2,711.	
92,000.		CD BSB BANK & TRUST PROPERTY TYPE: SECURITIES 89,160.				P	02/15/2006	08/20/2008
							2,840.	

JSA
8E1730 1 000

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
44,048.		CD NATIONAL CITY BANK PROPERTY TYPE: SECURITIES 45,000.				P	12/12/2002 -952.	08/05/2008
125,000.		AVALONBAY COMMUNITIES 8.7% PROPERTY TYPE: SECURITIES 129,125.				P	03/30/1999 -4,125.	10/15/2008
164,152.		US TSY BOND 7.625% PROPERTY TYPE: SECURITIES 125,250.				P	04/05/1999 38,902.	12/17/2008
18,695.		GMAC LLC PROPERTY TYPE: SECURITIES 125,000.				P	03/02/2001 -106,305.	12/12/2008
14.		WELLS FARGO PROPERTY TYPE: SECURITIES 133.				P	12/07/2005 -119.	01/02/2009
500,000.		SIMON PROP GROUP 7.125% PROPERTY TYPE: SECURITIES 504,100.				P	04/06/1999 -4,100.	02/09/2009
199,249.		US T BOND 6.5% PROPERTY TYPE: SECURITIES 168,023.				P	04/06/1999 31,226.	02/09/2009
125,635.		US TSY BOND 6.25% PROPERTY TYPE: SECURITIES 107,094.				P	04/05/1999 18,541.	02/09/2009
217,272.		US TSY BOND 7.5% PROPERTY TYPE: SECURITIES 187,078.				P	04/06/1999 30,194.	02/09/2009
143,062.		US TSY BOND 6.875% PROPERTY TYPE: SECURITIES 115,750.				P	04/05/1999 27,312.	03/18/2009
20,825.		GABELLI EQUITY TRUST PROPERTY TYPE: SECURITIES 20,825.				P	10/02/2003	03/26/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,000.		FHR 2654 HH 06.000 PROPERTY TYPE: SECURITIES 50.				P	09/02/2003	05/15/2009
							4,950.	
54,144.		SALE OF OPTIONS PROPERTY TYPE: SECURITIES				P	01/01/2001	06/15/2009
							54,144.	
TOTAL GAIN(LOSS)							----- 537,273. =====	

Company Name: GORONGOSA RESTORATION PROJECT, INC.
EIN: 04-3452643
FYE 06/30/2009

FORM 990-PF, PART I, LINE 19 AND PART II, LINE 11 - FIXED ASSETS and DEPRECIATION

<u>Description</u>	<u>Cost</u>	<u>Current Depreciation</u>	<u>Accumulated Depreciation</u>	<u>Net Book Value</u>
Land		NONE	NONE	
Land Improvements				
Buildings	17850868.	604,844.	2,639,694.	15211174.
Leasehold Improvements				
Equipment	121,079.	26,662.	102,828.	18,251.
Furniture & Fixtures	189,951.	36,385.	149,425.	40,526.
Property, Plant & Equipment	<u>18161898.</u>	<u>667,891.</u>	<u>2,891,947.</u>	<u>15269951.</u>
Construction in Progress		NONE	NONE	
Total Fixed Assets, line 11	<u>18161898.</u>		<u>2,891,947.</u>	<u>15269951.</u>
Total Depreciation Expense, line 19		<u>667,891.</u>		

NOTE Depreciation is calculated using the straight-line method over the estimated useful life of the asset

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST ON INVESTMENTS	482,992.	482,992.	NONE
DIVIDEND INCOME	474,246.	474,246.	NONE
TOTAL	957,238.	957,238.	NONE

RENT AND ROYALTY INCOME

Taxpayer's Name

GORONGOSA RESTORATION PROJECT, INC.

Identifying Number

04-3452643

DESCRIPTION OF PROPERTY

RENTAL INCOME

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

REAL RENTAL INCOME	454,534.	
OTHER INCOME		
TOTAL GROSS INCOME		454,534.
OTHER EXPENSES:		
OTHER EXPENSES	42,595.	
DEPRECIATION (SHOWN BELOW)	341,550.	
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		384,145.
TOTAL RENT OR ROYALTY INCOME (LOSS)		70,389.

Less Amount to

Rent or Royalty	
Depreciation	
Depletion	
Investment Interest Expense	
Other Expenses	
Net Income (Loss) to Others	
Net Rent or Royalty Income (Loss)	70,389.
Deductible Rental Loss (if Applicable)	

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
SEE STATEMENT									
JSA Totals									341,550.

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER DEDUCTIONS

CONDO FEES

42,595.

42,595.

=====

RENT AND ROYALTY SUMMARY

=====

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
-----	-----	-----	-----	-----
RENTAL INCOME	454,534.	341,550.	42,595.	70,389.
	-----	-----	-----	-----
TOTALS	454,534.	341,550.	42,595.	70,389.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----
PARK ADMISSIONS	454,771.	NONE	NONE
MISC INCOME	15.	NONE	NONE
	-----	-----	-----
TOTALS	454,786. =====	NONE =====	NONE =====

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
LRGAL FEES - CAMBRIDGE	92,351.	NONE	NONE	92,351.
LEGAL FEES - MOZ	26,565.	NONE	NONE	26,565.
	-----	-----	-----	-----
TOTALS	118,916.	NONE	NONE	118,916.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
ACCOUNTING FEES - CAM	9,800.	NONE	NONE	9,800.
	-----	-----	-----	-----
TOTALS	9,800.	NONE	NONE	9,800.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OTHER CONSULTANTS	145,901.	NONE	NONE	145,901.
GORONGOSA NATIONAL PARK	334,651.	NONE	NONE	334,651.
PROFESSIONAL FEES - OTHER	220,188.	NONE	NONE	220,188.
TOTALS	700,740.	NONE	NONE	700,740.

FORM 990PF, PART I - INTEREST EXPENSE
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
ML LOAN	151,769.	NONE	NONE	151,769.
INTEREST - MOZ	10,673.	NONE	NONE	10,673.
	-----	-----	-----	-----
TOTALS	162,442.	NONE	NONE	162,442.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
PAYROLL TAXES	31,817.	NONE	NONE	31,817.
RATES & TAXES - GNP	14,085.	NONE	NONE	14,085.
990-PF TAXES	-15,000.	NONE	NONE	NONE
	-----	-----	-----	-----
TOTALS	30,902.	NONE	NONE	45,902.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
RENT AND ROYALTY EXPENSES	42,595.			
POSTAGE & DELIVERY	5,254.	NONE	NONE	5,254.
TELEPHONE	7,020.	NONE	NONE	7,020.
OFFICE EXPENSE - GENERAL	26,789.	NONE	NONE	26,789.
INSURANCE	-7,685.	NONE	NONE	-7,685.
MEAL & ENTERTAINMENT	27,143.	NONE	NONE	27,143.
BANK SERVICE CHARGES	2,393.	2,393.	NONE	NONE
PAYROLL SERVICE EXPENSES	1,255.	NONE	NONE	1,255.
CLEANING	4,979.	NONE	NONE	4,979.
WEBSITE EXPENSES	10,951.	NONE	NONE	10,951.
CONFERENCES	11,121.	NONE	NONE	11,121.
ADVERTISING - GRP	22,740.	NONE	NONE	22,740.
TELEPHONE - GRP	88,632.	NONE	NONE	88,632.
POSTAGE - GRP	4,644.	NONE	NONE	4,644.
BANK CHARGES - GRP	15,154.	15,154.	NONE	NONE
DUES & SUBSCRIPTIONS - GRP	653.	NONE	NONE	653.
PARK OPERATIONS	847,540.	NONE	NONE	847,540.
INSURANCE - GRP	76,276.	NONE	NONE	76,276.
REPAIRS & MAINTENANCE - GRP	2,124,924.	NONE	NONE	2,124,924.
INFORMATION TECH - GRP	112,520.	NONE	NONE	112,520.
TRAINING - GRP	8,926.	NONE	NONE	8,926.
FORNAX OPTION TRADING	19,388.	19,388.	NONE	NONE
EMPLOYEE BENEFITS	457,260.	NONE	NONE	457,260.
FREIGHT COSTS	106,121.	NONE	NONE	106,121.
OTHER	15,613.	NONE	NONE	15,613.
RENTALS OTHER	241,036.	NONE	NONE	241,036.
AMORTIZATION	4,664.	NONE	NONE	4,664.
DUES & SUBSCRIPTIONS	379.	NONE	NONE	379.
PARK ADMINISTRATION	84,260.	NONE	NONE	84,260.
TOTALS	4,362,545.	36,935.	NONE	4,283,015.
	=====	=====	=====	=====

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
US GOVERNMENT OBLIGATIONS	8,736,253.	8,538,136.	8,538,136.
US OBLIGATIONS TOTAL	8,736,253.	8,538,136.	8,538,136.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
EQUITIES			
	7,737,254.	7,893,029.	7,893,029.
	-----	-----	-----
TOTALS	7,737,254.	7,893,029.	7,893,029.
	=====	=====	=====

FORM 990PF, PART II - OTHER ASSETS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
PREPAID COMMISSION ON LEASE	18,657.	13,993.	13,993.
INVESTMENT IN LLC	50,000.	50,000.	50,000.
DUE FROM AHE	27,675.	NONE	NONE
SECURITY DEPOSIT - D.C.	2,300.	2,300.	2,300.
INVENTORY - MOZ	132,494.	77,021.	77,021.
INVESTMENT IN GDC	NONE	20,000.	20,000.
	-----	-----	-----
TOTALS	231,126.	163,314.	163,314.
	=====	=====	=====

FORM 990PF, PART II - OTHER LIABILITIES

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----
SECURITY DEPOSIT	68,565.	25,000.
TOTALS	----- 68,565. =====	----- 25,000. =====

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

DESCRIPTION -----	AMOUNT -----
CURRENCY TRANSLATION LOSS	42,278.
LOSS ON DISPOSAL OF BUILDING	1,345,878.
CHANGE IN UNREALIZED GAINS/LOSSES	2,410,343.

TOTAL	3,798,499.
	=====

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES
=====

NAME CHANGE TO GORONGOSA RESTORATION PROJECT ON 7/6/2009. ARTICLES
OF CHANGE AS APPROVED BY MASSACHUSETTS SECRETARY OF STATE ATTACHED.

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GREGORY C CARR 1250 24TH STREET WEST 300 WASHINGTON, DC 20037	PRESIDENT/TREASURER 40.	NONE	NONE	NONE
KATHERINE RAPHAELSON 1250 24TH STREET WEST 300 WASHINGTON, DC 20037	SECRETARY/DIRECTOR 40.	78,120.	NONE	NONE
JUDY OGLETHORPE 1250 24TH STREET WEST 300 WASHINGTON, DC 20037	DIRECTOR 2.	NONE	NONE	NONE
GRAND TOTALS		78,120.	NONE	NONE

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WILLIAM WRIGHT 2111 IDAHO QVE NW WASHINGTON, DC 20016	PROJECT MGR 40.	113,925.	NONE	NONE
RICHARD BEILFUS 444 JEAN STREET MADISON, WI 53703	PROJECT MANAGER 40.	135,000.	NONE	NONE
	TOTAL COMPENSATION	248,925.	NONE	NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
=====

NAME AND ADDRESS -----	TYPE OF SERVICE -----	COMPENSATION -----
STEVE KROLL ON FILE - DETAILS UPON REQUEST USAID COMPLIANCE CONSULTANT	CONSULTING AID	72,366.
TOTAL COMPENSATION		----- 72,366. =====

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS
=====

GREGORY C CARR
1250 24TH STREET WEST SUITE 300
WASHINGTON, DC 20037
202-466-0577

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

=====

CHARITABLE GIVING FOCUS IS TO FURTHER PUBLIC EDUCATION IN THE AREA
OF HUMAN RIGHTS, AFRICAN DEVELOPMENT, HEALTH CARE IN RURAL AREAS.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE SCHEDULE ATTACHED

NOT RELATED

PLEASE REFER TO SCHEDULE ATTACHED

501(C)(3)

CHARITABLE PURPOSE

397,200.

TOTAL CONTRIBUTIONS PAID

397,200.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2008

Name of estate or trust **GORONGOSA RESTORATION PROJECT, INC.**

Employer identification number

F/K/A GREGORY C CARR FOUNDATION

04-3452643

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	442,054.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	5	442,054.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	95,219.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	95,219.

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

Schedule D (Form 1041) 2008

Part III Summary of Parts I and II Caution: Read the instructions before completing this part.		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		442,054.
14	Net long-term gain or (loss):			
a	Total for year	14a		95,219.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14 ▶	15		537,273.

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

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

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero. Caution: Skip this part and complete the worksheet on page 8 of the instructions if • Either line 14b, col (2) or line 14c, col (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.	

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,200	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)	34		

Schedule D (Form 1041) 2008

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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

OMB No 1545-0092

2008

Name of estate or trust

Employer identification number

GORONGOSA RESTORATION PROJECT, INC.

04-3452643

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a					
CHEVRON CORP	10/15/2008	10/28/2008	209,694.	190,263.	19,431.
CHEVRON CORP	10/13/2008	10/14/2008	211,774.	179,165.	32,609.
IBM	10/22/2008	10/31/2008	278,693.	255,143.	23,550.
DIAMONDS TRUST	11/20/2008	11/24/2008	166,760.	159,356.	7,404.
DIAMONDS TRUST	12/02/2008	12/08/2008	449,492.	415,155.	34,337.
DIAMONDS TRUST	11/21/2008	11/28/2008	86,894.	77,711.	9,183.
DIAMONDS TRUST	11/20/2008	11/26/2008	86,898.	79,678.	7,220.
DIAMONDS TRUST	11/21/2008	11/26/2008	347,594.	310,844.	36,750.
GOLDMAN SACHS	11/07/2008	01/05/2009	269,693.	232,973.	36,720.
IBM	01/09/2009	01/26/2009	275,693.	255,305.	20,388.
IBM	11/18/2008	01/06/2009	269,693.	238,636.	31,057.
DIAMONDS TRUST	12/12/2008	01/02/2009	449,494.	427,125.	22,369.
DIAMONDS TRUST	12/19/2008	01/02/2009	179,797.	173,137.	6,660.
APPLE	01/07/2009	02/09/2009	299,693.	275,105.	24,588.
GOLDMAN SACHS	02/18/2009	02/24/2009	266,693.	246,305.	20,388.
GOLDMAN SACHS	01/12/2009	02/04/2009	268,883.	240,305.	28,578.
APPLE	02/18/2009	03/18/2009	299,693.	279,305.	20,388.
GOLDMAN SACHS	03/05/2009	03/11/2009	172,034.	160,205.	11,829.
EMERSON ELECTRIC	10/23/2008	05/04/2009	184,493.	155,505.	28,988.
EMERSON ELECTRIC	02/11/2009	05/04/2009	184,493.	164,876.	19,617.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b **442,054.**

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

Schedule D-1 (Form 1041) 2008

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	95,219.
--	---------

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Gorongosa Restoration Project Grants Made

GRANTS	Date	Name	July 2008 through June 2009	
			Name Address	Amount
	08/31/2008	Physicians for Human Rights	Two Arrow Street Suite 300 Cambridge, MA 02	75,000 00
	01/30/2009	Physicians for Human Rights	Two Arrow Street Suite 300 Cambridge, MA 02	1,000 00
	02/27/2009	Physicians for Human Rights	Two Arrow Street Suite 300 Cambridge, MA 02	75,000 00
	09/27/2008	Human Rights in China	330 Fifth Ave Room 3309 New York, NY 10111	1,000 00
	08/31/2008	Novoa, Gabriela	437 S 50 W #21 Burley, ID 83318	1,000 00
	08/31/2008	Rios, Jessica	184 Palmer Rd Burley, ID 83318	1,000 00
	01/30/2009	Museum of Idaho	200 Northearstern Ave Idaho Falls, ID 83402	100,000 00
	01/30/2009	American Repertory Theatre	64 Brattle Street Cambridge, MA 02138	100,000 00
	10/07/2008	Human Rights First	333 7th Ave #13 New York, NY 10001	500 00
	11/25/2008	Synergos	51 Madison Avenue, 21st Fl New York, NY 100	25,000 00
	12/01/2008	Internews	David Hoffman President PO Box 4448	5,000 00
	12/11/2008	Chasing the Flame, LLC	c/o Prettybird 1823 Colorado Ave Santa Monica	10,000 00
	12/19/2008	Cystic Fibrosis Foundation	205 East 42nd Street Suite 1821 New York, NY	600 00
	03/27/2009	Amnesty International	5 Penn Plaza New York, NY 10001	100 00
	03/31/2009	Friends of Zoo Boise	366 Julia Davis Drive Boise, ID 83702	1,000 00
	05/18/2009	Internews	David Hoffman President PO Box 4448	1,000 00
				<u>397,200.00</u>
				<u>397,200.00</u>

TOTAL

Gorongosa Restoration Project
Consolidation of Expenses

For the fiscal year ended 6/30/2009

Form 990-PF Part 1 Line #	Carr Foundation Cambridge	Gorongosa Restoraion Project	Column (a) Total	Column (b)	Column (d)
Line 12 Compensation of officers	\$ 78,120	\$ -	\$ 78,120	\$	\$ 78,120
Line 14 Other employee salaries & wages	378,550	1,836,624	2,215,174		2,215,174
Line 15 Pension Plans, employee benefits	80,536	-	80,536		80,536
Line 16a Legal Fees - STMT 6	92,351	26,565	118,916		118,916
Line 16b Accounting Fees STMT 7	9,800	0	9,800		9,800
Line 16c Other Professional Fees STMT 8	503,013	197,727	700,740		700,740
Line 17 Interest STMT 9	151,769	10,673	162,442		162,442
Line 18 Taxes STMT 10	16,817	14,085	30,902		45,902
Line 19 Depreciation	341,551	326,340	667,891		N/A
Line 20 Occupancy	0	0	0		-
Line 21 Travel, Conferences, and Meetings	685,932	184,809	870,741		870,741
Line 22 Printing & Publications	2,490	22,886	25,376		25,376
Line 23 Other Expenses STMT 12	210,805	4,151,740	4,362,545	36,935	4,283,015
Line 25 Contributions	397,200		397,200		397,200
Total Expenses - 990	\$ 2,948,934	\$ 6,771,449	\$ 9,720,383	\$ 36,935	\$ 8,987,962
Currency translation G/L		\$ 42,279	42,279		
Total Expenses per I/S	\$ 2,948,934	\$ 6,813,728	\$ 9,762,662	\$ 36,935	\$ 8,987,962
Expense Details					
STMT 8					
Other Professional Fees	\$ 145,901	\$	\$ 145,901	\$	\$ 145,901
Gorongosa Restoration Project	136,924	197,727	334,651		334,651
Other Consulting	220,188	0	220,188		220,188
	\$ 503,013	\$ 197,727	\$ 700,740	\$	\$ 700,740
STMT 10					
Payroll Taxes	\$ 31,817	\$ -	\$ 31,817	\$	\$ 31,817
990-PF Tax	(15,000)	-	(15,000)		N/A
Rates & Taxes	-	14,085	14,085		14,085
	\$ 16,817	\$ 14,085	\$ 30,902	\$	\$ 45,902

**Gorongosa Restoration Project
Consolidation of Expenses**

For the fiscal year ended 6/30/2009

	Carr Foundation Cambridge	Gorongosa Restoraion Project	Column (a) Total	Column (b)	Column (d)
STMT 12					
Rental Expenses - Condo fees	\$ 42,595		\$ 42,595	\$ -	N/A
Rentals - Office & Other	60,272	180,764	241,036	-	241,036
postage	5,254		5,254		5,254
telephone	7,020		7,020		7,020
office exp - general	26,789		26,789		26,789
insurance	(7,685)		(7,685)		(7,685)
meals and entertainment	27,143		27,143		27,143
payroll service exp	1,255		1,255		1,255
website expense	10,951		10,951		10,951
conferences	11,121		11,121		11,121
cleaning	4,979		4,979		4,979
Park Administration - GRP	-	84,260	84,260		84,260
Employee Benefits - GRP	-	457,260	457,260		457,260
Advertising - GRP	-	22,740	22,740		22,740
Telephone - GRP	-	88,632	88,632		88,632
Postage - GRP	-	4,644	4,644		4,644
Bank charges - GRP	-	15,154	15,154	15,154	-
Dues & Subscriptions - GRP	-	653	653		653
Park Operations - GRP	-	847,540	847,540		847,540
Insurance - GRP	-	76,276	76,276		76,276
Repairs & Maintenance - GRP	-	2,124,924	2,124,924		2,124,924
Information Technology - GRP	-	112,520	112,520		112,520
Fornax exchange options Loss - GRP	-	19,388	19,388	19,388	-
Training - GRP	-	8,926	8,926		8,926
Bank Service Charges	2,393	-	2,393	2,393	-
Freight Costs	-	106,121	106,121		106,121
Amortization	4,664		4,664		4,664
Dues & Subscriptions	379		379		379
Other Expense	13,675	1,938	15,613		15,613
	\$ 210,805	\$ 4,151,740	\$ 4,362,545	\$ 36,935	\$ 4,283,015

Gorongosa Restoration Project
Program related Net income/(Loss)
For year ended 6/30/2009

	Rental Theatre	Arrow Street Films	Gorongosa National Park	Total
Description				
Program service revenue				
Rents & Condo Fees received	\$ 454,534			\$ 454,534
Park admissions & sales			454,771	454,771
Gross revenue	\$ 454,534	\$ -	\$ 454,771	\$ 909,305
Program related expenses				
Direct				
Artistic Costs		-		-
Legal & Accounting			26,565	26,565
Consultant			197,727	197,727
Salaries & Benefits			2,293,884	2,293,884
Telephone			88,632	88,632
Travel, Hotel, Meals			184,809	184,809
Park Administration			84,260	84,260
Marketing			22,740	22,740
Insurance			76,276	76,276
Park Operations			847,540	847,540
Information Systems			112,520	112,520
Repairs & maintenance			2,124,924	2,124,924
Audit Fees				-
Training			8,926	8,926
Office Rentals			-	-
Taxes			14,085	14,085
Currency & Other			404,500	404,500
Indirect				-
Condo Fee - Arrow street	42,595			42,595
Total expenses	\$ 42,595	\$ -	\$ 6,487,388	\$ 6,529,983
Income/(Loss) from program services	\$ 411,939	\$ -	\$ (6,032,617)	\$ (5,620,678)
Depreciation	\$ 341,550	\$ -	\$ 326,340	\$ 667,890
Net income	\$ 70,389	\$ -	\$ (6,358,957)	\$ (6,288,568)

Detail of Travel Hotels Meals

Program Services

a. Gorongosa National Park	184,809
b. General & Administrative	685,931

Total Travel \$ 870,740

AMENDMENT NUMBER ONE

TO THE

ARTICLES OF ORGANIZATION OF GREGORY C. CARR
FOUNDATION, INC.

WHEREAS, the Gregory C. Carr Foundation, Inc (the
"Corporation") adopted the Articles of Organization (the "Articles") in
connection with its formation as a nonprofit corporation
under Massachusetts law on January 29, 1999;

WHEREAS, the Corporation desires to amend its Articles to change
its name;

WHEREAS, the Corporation reserves the right to amend its Articles,
by the vote of two-thirds of its Board of Director, pursuant to Mass. Gen.
Laws ch. 180, § 7.

NOW THEREFORE, the Corporation hereby amends the Articles as
follows:

1. Article 1 is restated to read as follows: The exact name of the
corporation is: Gorongosa Restoration Project, Inc.

IN WITNESS WHEREOF, the Corporation has caused this Amendment
Number One to be executed this 6th day of July, 2009.

Greg C. Carr Foundation, Inc.

By: Mary C. By: Kathie O. Paredes
Title: Board Member Title: Board Member


Gregory C. Carr Foundation, Inc.

WRITTEN CONSENT IN LIEU OF MEETING
CHANGE IN NAME

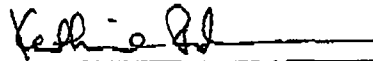
July 6, 2009

The undersigned, being 2/3 of the directors of the Gregory C. Carr Foundation, Inc. (the "Corporation"), hereby consent that the following resolution be adopted as of the date of the first above written with the same force and effect as though adopted at a duly called and held meeting of the Board of Directors on such date:

RESOLVED: That the Corporation change its name from the Gregory C. Carr Foundation, Inc. to the Gorongoas Restoration Project, Inc.



Gregory C. Carr, Director



Katherine Raphaelson, Director

FEDERAL IDENTIFICATION

no. _____

Fee: \$15.00

Examiner

The Commonwealth of Massachusetts**William Francis Galvin**

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

Name
Approved**ARTICLES OF AMENDMENT**
(General Laws, Chapter 180, Section 7)We, GREGORY C. CARR, *President / *Vice President,and GREGORY C. CARR, *Clerk / *Assistant Clerk,of GREGORY C. CARR FOUNDATION, INC.,

(Exact name of corporation)

located at 975 MEMORIAL DR, CAMBRIDGE, MA 02138,

(Address of corporation in Massachusetts)

do hereby certify that these Articles of Amendment affecting articles numbered:

1

(Number those articles 1, 2, 3, and/or 4 being amended)

of the Articles of Organization were duly adopted at a meeting held on JULY 6 2009, by vote of: members, 2 directors, or shareholders**,☐ Being at least two-thirds of its members legally qualified to vote in meetings of the corporation; OR☒ Being at least two-thirds of its directors where there are no members pursuant to General Laws, Chapter 180, Section 3; OR☐ In the case of a corporation having capital stock, by the holders of at least two-thirds of the capital stock having the right to vote therein.C ☐
P ☐
M ☐
R.A. ☐

*Delete the inapplicable words.

**Check only one box that applies.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

P.C.

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____.

SIGNED UNDER THE PENALTIES OF PERJURY, this 6th day of JULY, 20 09

My Cam _____, *President / *~~Vice President~~

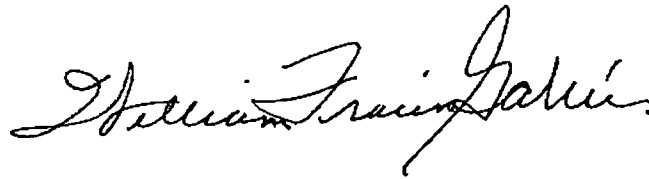
My Cam _____, *Clerk / *~~Assistant Clerk~~

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:

July 06, 2009 3:42 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, stylized "G" at the end.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

Sales of Business Property
(Also Involuntary Conversions and Recapture Amounts
Under Sections 179 and 280F(b)(2))

▶ Attach to your tax return. ▶ See separate instructions.

OMB No 1545-0184

2008

Attachment
Sequence No **27**

Name(s) shown on return

GORONGOSA RESTORATION PROJECT, INC.

F/K/A GREGORY C CARR FOUNDATION

Identifying number

04-3452643

1 Enter the gross proceeds from sales or exchanges reported to you for 2008 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions)

1

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year (see instructions)

2	(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
	SEE STATEMENT 1						-1,345,878.
3	Gain, if any, from Form 4684, line 45						3
4	Section 1231 gain from installment sales from Form 6252, line 26 or 37						4
5	Section 1231 gain or (loss) from like-kind exchanges from Form 8824						5
6	Gain, if any, from line 32, from other than casualty or theft						6
7	Combine lines 2 through 6 Enter the gain or (loss) here and on the appropriate line as follows						7 -1,345,878.
<p>Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9 Skip lines 8, 9, 11, and 12 below</p> <p>Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9 If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below</p>							
8	Nonrecaptured net section 1231 losses from prior years (see instructions)						8
9	Subtract line 8 from line 7 If zero or less, enter -0- If line 9 is zero, enter the gain from line 7 on line 12 below If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions)						9

Part II Ordinary Gains and Losses (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less)

11	Loss, if any, from line 7	11	(1,345,878.)
12	Gain, if any, from line 7 or amount from line 8, if applicable	12	
13	Gain, if any, from line 31	13	
14	Net gain or (loss) from Form 4684, lines 37 and 44a	14	
15	Ordinary gain from installment sales from Form 6252, line 25 or 36	15	
16	Ordinary gain or (loss) from like-kind exchanges from Form 8824	16	
17	Combine lines 10 through 16	17	-1,345,878.
18	For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below For individual returns, complete lines a and b below		
a	If the loss on line 11 includes a loss from Form 4684, line 41, column (b)(ii), enter that part of the loss here Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23 Identify as from "Form 4797, line 18a" See instructions		
18a		18a	
b	Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a Enter here and on Form 1040, line 14		
18b		18b	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4797** (2008)

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255
(see instructions)

19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property		(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)
A			
B			
C			
D			

These columns relate to the properties on lines 19A through 19D. ▶		Property A	Property B	Property C	Property D
20	Gross sales price (Note: See line 1 before completing)	20			
21	Cost or other basis plus expense of sale	21			
22	Depreciation (or depletion) allowed or allowable	22			
23	Adjusted basis Subtract line 22 from line 21	23			
24	Total gain Subtract line 23 from line 20	24			
25	If section 1245 property:				
a	Depreciation allowed or allowable from line 22	25a			
b	Enter the smaller of line 24 or 25a	25b			
26	If section 1250 property: If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291				
a	Additional depreciation after 1975 (see instructions)	26a			
b	Applicable percentage multiplied by the smaller of line 24 or line 26a (see instructions)	26b			
c	Subtract line 26a from line 24. If residential rental property or line 24 is not more than line 26a, skip lines 26d and 26e.	26c			
d	Additional depreciation after 1969 and before 1976	26d			
e	Enter the smaller of line 26c or 26d	26e			
f	Section 291 amount (corporations only)	26f			
g	Add lines 26b, 26e, and 26f	26g			
27	If section 1252 property: Skip this section if you did not dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership)				
a	Soil, water, and land clearing expenses	27a			
b	Line 27a multiplied by applicable percentage (see instructions)	27b			
c	Enter the smaller of line 24 or 27b	27c			
28	If section 1254 property:				
a	Intangible drilling and development costs, expenditures for development of mines and other natural deposits, and mining exploration costs (see instructions)	28a			
b	Enter the smaller of line 24 or 28a	28b			
29	If section 1255 property:				
a	Applicable percentage of payments excluded from income under section 126 (see instructions)	29a			
b	Enter the smaller of line 24 or 29a (see instructions)	29b			

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

30	Total gains for all properties Add property columns A through D, line 24	30	
31	Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b Enter here and on line 13	31	
32	Subtract line 31 from line 30 Enter the portion from casualty or theft on Form 4684, line 39 Enter the portion from other than casualty or theft on Form 4797, line 6	32	

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less
(see instructions)

	(a) Section 179	(b) Section 280F(b)(2)
33 Section 179 expense deduction or depreciation allowable in prior years	33	
34 Recomputed depreciation (see instructions)	34	
35 Recapture amount Subtract line 34 from line 33 See the instructions for where to report	35	

GORONGOSA RESTORATION PROJECT, INC.
Supplement to Form 4797 Part I Detail

JSA
8XA258 1 000

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

OMB No. 1545-1709

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated 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 File by the due date for filing your return. See instructions	Name of Exempt Organization	Employer identification number
	GREGORY C CARR FOUNDATION INC	04-3452643
	Number, street, and room or suite no. If a P.O. box, see instructions	
	975 MEMORIAL DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	CAMBRIDGE, MA 02138	

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

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

- The books are in the care of ▶ GREGORY C. CARR

Telephone No ▶ 617 576-9192FAX No ▶ 617 576-1012

- 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 02/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year _____ or
 ▶ ☒ tax year beginning 07/01, 2008, and ending 06/30, 2009

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	\$	NONE
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	20,000.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

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

3925578

- 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	Name of Exempt Organization GREGORY C CARR FOUNDATION INC	Employer identification number 04-3452643
	Number, street, and room or suite no. If a P O box, see instructions 975 MEMORIAL DRIVE	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions CAMBRIDGE, MA 02138	

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 (sec 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 the care of **GREGORY C. CARR**
Telephone No **617 576-9192** FAX No **617 576-1012**
- 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 **05/15/2010**
- 5 For calendar year _____, or other tax year beginning **07/01/2008**, and ending **06/30/2009**
- 6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO COMPLETE AN ACCURATE RETURN.

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	\$ 15,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$ 20,000.
c Balance Due. Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$

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 **Hany A. Kalayci** Title **TAX MANAGER** Date **02/06/2010**
WOLF & COMPANY, PC
99 HIGH STREET, 21ST FLOOR
BOSTON, MA 02110

Form 8868 (Rev 4-2009)