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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

2008

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 MACOMBER FAMILY FOUNDATION		A Employer identification number 83-0478666
	Number and street (or P O box number if mail is not delivered to street address) C/O JOHN D. MACOMBER		B Telephone number (see page 10 of the instructions) (202) 338-0290
	Room/suite	City or town, state, and ZIP code WASHINGTON, DC 20007	C If exemption application is pending, check here <input type="checkbox"/>
			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

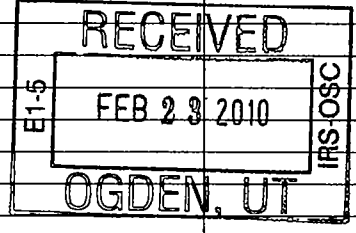
I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 206,272.**

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)
1	Contributions, gifts, grants, etc received (attach schedule)				
2	Check <input checked="" 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	5,278.	5,278.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-87,742.			
b	Gross sales price for all assets on line 6a	133,641.			
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	-82,464.	5,278.		
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	3,281.	3,281.		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) *	9,077.	77.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 4	7.	7.		
24	Total operating and administrative expenses. Add lines 13 through 23	12,365.	3,365.		
25	Contributions, gifts, grants paid	60,000.			60,000.
26	Total expenses and disbursements. Add lines 24 and 25	72,365.	3,365.		60,000.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-154,829.			
b	Net investment income (if negative, enter -0-)		1,913.		
c	Adjusted net income (if negative, enter -0-).			-0-	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	27,375.	4,719.	4,719.
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 5	435,876.	303,703.	201,553.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	463,251.	308,422.	206,272.	
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)			
	22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	463,251.	463,251.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds		-154,829.	
30	Total net assets or fund balances (see page 17 of the instructions)	463,251.	308,422.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	463,251.	308,422.		

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	463,251.
2	Enter amount from Part I, line 27a	2	-154,829.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	308,422.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	308,422.

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV 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)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-87,742.
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.

(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	60,000.	574,816.	0.104381
2006			
2005			
2004			
2003			
2 Total of line 1, column (d)			2 0.104381
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 0.104381
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 217,740.
5 Multiply line 4 by line 3			5 22,728.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 19.
7 Add lines 5 and 6			7 22,747.
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 60,000.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	19.
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	19.
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	19.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	639.
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	639.
8	Enter any penalty for underpayment of estimated tax Check here <input 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	620.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax	11	620. Refunded

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
2 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? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) DE, DC		
8b 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? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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 ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>JOHN D. MACOMBER</u> Telephone no ▶ _____			
Located at ▶ <u>2806 N ST, NW WASHINGTON, DC</u> ZIP + 4 ▶ <u>20007</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> N/A <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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"/> Yes <input checked="" type="checkbox"/> No	2b	X
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"/> Yes <input checked="" type="checkbox"/> No	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"/> Yes <input checked="" type="checkbox"/> No	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"/> Yes <input checked="" type="checkbox"/> No	4b	X

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

5 a 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
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If you answered "Yes" to 6b, also file Form 8870

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

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

	5b	N/A
6b		X
7b		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 6		NONE	NONE	NONE

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

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

Total number of other employees paid over \$50,000 Yes No NONE

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 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	

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	209,878.
b	Average of monthly cash balances	1b	11,178.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	221,056.
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	221,056.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	3,316.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	217,740.
6	Minimum investment return. Enter 5% of line 5	6	10,887.

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	10,887.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	19.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	19.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,868.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	10,868.
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	10,868.

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	60,000.
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	60,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	19.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	59,981.

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				10,868.
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				
b From 2004				
c From 2005				
d From 2006				
e From 2007				39,200.
f Total of lines 3a through e	39,200.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 60,000.				
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				10,868.
e Remaining amount distributed out of corpus	49,132.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	88,332.			
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	88,332.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				39,200.
e Excess from 2008				49,132.

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

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

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

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

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

N/A

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

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 <i>Paid during the year</i> SEE STATEMENT 7				
Total				▶ 3a 60,000.
b <i>Approved for future payment</i>				
Total				▶ 3b

**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)	
506.		12.89 SHS JPMORGAN CHASE & CO FORMERLY J PROPERTY TYPE: SECURITIES 559.				P	06/02/2008	07/21/2008 -53.
1,024.		26.1 SHS JPMORGAN CHASE & CO FORMERLY J PROPERTY TYPE: SECURITIES 1,131.				P	06/02/2008	07/21/2008 -107.
732.		158 SHS FANNIE MAE (FEDERAL NATL MTG ASS PROPERTY TYPE: SECURITIES 3,916.				P	03/05/2008	08/22/2008 -3,184.
1,887.		56 SHS BANK NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES 2,524.				P	11/26/2007	08/27/2008 -637.
9,078.		477 SHS PROGRESSIVE CORP-OHIO PROPERTY TYPE: SECURITIES 10,017.				P	08/01/2007	07/17/2008 -939.
1,860.		100 SHS RELIANT ENERGY INC PROPERTY TYPE: SECURITIES 2,630.				P	08/01/2007	07/21/2008 -770.
10,780.		888 SHS NV ENERGY INC PROPERTY TYPE: SECURITIES 14,355.				P	08/01/2007	07/21/2008 -3,575.
2,819.		60 SHS ALLEGHENY ENERGY INC PROPERTY TYPE: SECURITIES 3,198.				P	08/01/2007	07/21/2008 -379.
3,378.		95 SHS BANK NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES 3,928.				P	08/01/2007	07/21/2008 -550.
3,890.		25 SHS ***CNOOC LTD SPONSORED ADR REP 10 PROPERTY TYPE: SECURITIES 2,875.				P	08/01/2007	07/21/2008 1,015.
2,352.		125 SHS EL PASO CORPORATION PROPERTY TYPE: SECURITIES 2,069.				P	08/01/2007	07/21/2008 283.

**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)	
2,216.		2,100.				P	08/01/2007	07/21/2008
							116.	
4,370.		3,711.				P	08/01/2007	07/21/2008
							659.	
9,382.		14,447.				P	08/01/2007	08/21/2008
							-5,065.	
774.		9,764.				P	08/01/2007	08/22/2008
							-8,990.	
12,637.		15,506.				P	08/01/2007	08/27/2008
							-2,869.	
4,577.		5,596.				P	08/01/2007	09/02/2008
							-1,019.	
6,026.		6,372.				P	08/01/2007	09/02/2008
							-346.	
3,000.		2,867.				P	08/01/2007	10/01/2008
							133.	
862.		890.				P	11/14/2008	11/26/2008
							-28.	
4,193.		6,411.				P	11/17/2008	02/26/2009
							-2,218.	
220.		593.				P	11/26/2008	03/09/2009
							-373.	

**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)	
4,924.		8,369.				P	05/01/2008	11/26/2008
							-3,445.	
26.		46.				P	09/02/2008	03/30/2009
							-20.	
2,646.		3,316.				P	07/22/2008	02/24/2009
							-670.	
12.		25.				P	09/02/2008	03/30/2009
							-13.	
1,970.		3,267.				P	09/02/2008	05/29/2009
							-1,297.	
2,499.		4,932.				P	08/01/2007	11/14/2008
							-2,433.	
1,995.		2,761.				P	08/01/2007	11/14/2008
							-766.	
3,327.		6,495.				P	08/01/2007	11/14/2008
							-3,168.	
2,375.		7,237.				P	08/01/2007	11/14/2008
							-4,862.	
9,128.		16,165.				P	08/01/2007	11/14/2008
							-7,037.	
1,028.		1,653.				P	08/01/2007	11/26/2008
							-625.	

**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)	
1,525.		20 SHS CNOOC LTD SPON ADR PROPERTY TYPE: SECURITIES 2,300.				P	08/01/2007	11/26/2008 -775.
991.		61 SHS OAO GAZPROM LEVEL 1 ADR PROPERTY TYPE: SECURITIES 2,589.				P	08/01/2007	11/26/2008 -1,598.
869.		20 SHS ENCAN A CORP PROPERTY TYPE: SECURITIES 1,227.				P	08/01/2007	11/26/2008 -358.
1,583.		314 SHS RELIANT ENERGY INC PROPERTY TYPE: SECURITIES 8,258.				P	08/01/2007	11/26/2008 -6,675.
1,537.		20 SHS CNOOC LTD SPON ADR PROPERTY TYPE: SECURITIES 2,300.				P	08/01/2007	03/02/2009 -763.
1,936.		25 SHS CNOOC LTD SPON ADR PROPERTY TYPE: SECURITIES 2,875.				P	08/01/2007	03/03/2009 -939.
298.		172 SHS LAS VEGAS SANDS CORP PROPERTY TYPE: SECURITIES 14,775.				P	08/01/2007	03/09/2009 -14,477.
2,274.		141 SHS NYSE EURONEXT PROPERTY TYPE: SECURITIES 10,741.				P	08/01/2007	03/10/2009 -8,467.
6,135.		400 SHS HONG KONG EXCHANGE & PROPERTY TYPE: SECURITIES 6,593.				P	08/09/2007	05/11/2009 -458.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							----- -87,742. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LEHMAN 831-09587	2.	2.
LEHMAN 831-16743	2,795.	2,795.
UBS Y106483	1.	1.
UBS Y106484	2,478.	2,478.
BROOKFIELD INFRASTRUCTURE PTRS, LP	2.	2.
TOTAL	5,278.	5,278.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	3,281.	3,281.
TOTALS	3,281.	3,281.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES PAID	77.	77.
FEDERAL EXCISE TAXES PAID	9,000.	NONE
TOTALS	9,077.	77.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADR FEES PAID	7.	7.
TOTALS	7.	7.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LEHMAN 831-16743	NONE	NONE
UBS Y106484	303,703.	201,553.
TOTALS	303,703.	201,553.

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

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

JOHN D. MACOMBER
2806 N STREET, NW
WASHINGTON, DC 20007

PRESIDENT - PART TIME

JOYCE RUPERTUS
2806 N STREET, NW
WASHINGTON, DC 20007

VICE PRESIDENT - PART TIME

CAROLINE MACOMBER
2806 N STREET, NW
WASHINGTON, DC 20007

SECRETARY-TREASURER -PART TIME

GRAND TOTALS

FORM 990EF, 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

COUNCIL FOR EXCELLENCE IN GOVERNMENT
1301 K STREET NW, SUITE 450 WEST
WASHINGTON, DC 20005

NONE
PUBLIC

GENERAL OPERATING PURPOSES

60,000.

TOTAL CONTRIBUTIONS PAID

60,000



Managed Accounts Consulting
June 2009

Account name: MACOMBER FAMILY FNDT
Account number: Y1 06484 3N

Your Financial Advisor:
WITOVER/ROSENTHAL
212-821-7000

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Cash

Cash and money balances

Holding	Opening balance on Jun 1 (\$)	Closing balance on Jun 30 (\$)	Price per share on Jun 30 (\$)	Average rate	Dividend/Interest period	Days in period
Cash	0 00	67 20				
RMA GOVERNMENT PORTFOLIO	2,515 69	4,205 73	1 00	0 01%	May 22 to Jun 23	33
Total	\$2,515.69	\$4,272.93				

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Jun 30 (\$)	Value on Jun 30 (\$)	Unrealized gain or loss (\$)	Holding period
ALLEGHENY ENERGY INC Symbol: AYE Exchange NYSE EAI: \$112 Current yield 2.34%	Aug 1, 07	187 000	53 290	9,965 23 1	25 650	4,796 55	-5,168 68	LT
ANGLO AMERN PLC NEW ADR Symbol: AAUK Exchange: OTC EAI: \$250 Current yield 4.17%	Aug 12, 08 Nov 14, 08 Apr 15, 09 Apr 16, 09	65 000 250 000 41 000 54 000	25 478 9 586 10 591 10 572	1,656 12 1 2,396 66 434 26 570 92	14 630 14 630 14 630 14 630	950 95 3,657 50 599 83 790 02	-705 17 1,260 84 165 57 219 10	LT ST ST
Security total		410 000		5,057 96		5,998 30	940 34	
BEIJING CAPITAL INTL ARPT CO LTD Symbol: BJCHF Exchange: OTC	Aug 9, 07	10,000 000	1 669	16,697 00 1	0 700	7,000 00	-9,697 00	LT
BERKSHIRE HATHAWAY INC CL B Symbol: BRKB Exchange: NYSE	Aug 1, 07	4 000	3,595 000	14,380 00 1	2,895 730	11,582 92	-2,797 08	LT
BHP BILLITON LTD SPON ADR Symbol: BHP Exchange NYSE EAI: \$36 Current yield 2.99%	Jul 30, 08	22 000	75 362	1,657 98 1	54 730	1,204 06	-453 92	ST

continued next page





Account name: MACOMBER FAMILY FNDD
 Account number: Y1 06484 3N

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Jun 30 (\$)	Value on Jun 30 (\$)	Unrealized gain or loss (\$)	Holding period
BROOKFIELD ASSET MGMT INC LTD								
VTG SHS CLA								
Symbol: BAM Exchange: NYSE								
EAI: \$314 Current yield: 3.05%	Aug 1, 07	604 000	32 660	19,726 64 ¹	17 070	10,310 28	-9,416 36	LT
BURJINGTON NTHN SANTA FE CORP								
Symbol: BNI Exchange: NYSE								
EAI: \$192 Current yield: 2.18%	Jun 5, 08	120 000	113 366	13,604 02 ¹	73 540	8,824 80	-4,779 22	LT
CARNIVAL CORP NEW (PAIRED STOCK)								
Symbol: CCL Exchange: NYSE	Sep 4, 08	245 000	38 050	9,322 40 ¹	25 770	6,313 65	-3,008 75	SI
CHINA LIFE INSURANCE CO LTD ADS								
Symbol: LFC Exchange: NYSE								
EAI: \$110 Current yield: 2.39%	Mar 19, 09	83 000	48 199	4,000 52	55 440	4,601 52	601 00	ST
CHINA UNICOM HONG KONG LTD ADR								
Symbol: CHU Exchange: NYSE								
EAI: \$93 Current yield: 1.97%	Nov 14, 08	354 000	12 535	4,437 46	13 340	4,722 36	284 90	ST
CME GROUP INC								
Symbol: CME Exchange: OTC								
EAI: \$92 Current yield: 1.48%	Mar 3, 09	20 000	179 967	3,599 34	311 120	6,222 40	2,623 06	ST
CNOOC LTD SPON ADR								
Symbol: CEO Exchange: NYSE								
EAI: \$176 Current yield: 3.97%	Aug 1, 07	20 000	114 990	2,299 80	123 030	2,460 60	160 80	LT
	Aug 1, 07	16 000	114 990	1,839 84 ¹	123 030	1,968 48	128 64	LT
Security total		36 000		4,139 64		4,429 08	289 44	
EL PASO CORP								
Symbol: EP Exchange: NYSE								
EAI: \$78 Current yield: 2.16%	Aug 1, 07	391 000	16 551	6,471 57 ¹	9 230	3,608 93	-2,862 64	LT
ENCANA CORP								
Symbol: ECA Exchange: NYSE								
EAI: \$269 Current yield: 3.24%	Aug 1, 07	168 000	61 350	10,306 80 ¹	49 470	8,310 96	-1,995 84	LT
FANNIE MAE								
Symbol: FNM Exchange: NYSE	Mar 5, 08	162 000	24 783	4,014 93 ¹	0 580	93 96	-3,920 97	LT
GENZYME CORP GEN DIV								
Symbol: GENZ Exchange: OTC	Apr 28, 09	49 000 ¹	54 847	2,687 52	55 670	2,727 83	40 31	ST

continued next page



Managed Accounts Consulting
June 2009

Account name: MACOMBER FAMILY FNDT
Account number: Y1 06484 3N

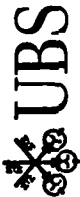
Your Financial Advisor:
WITOVER/ROSENTHAL
212-821-7000

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Jun 30 (\$)	Value on Jun 30 (\$)	Unrealized gain or loss (\$)	Holding period
HENDERSON LAND DEVELOPMENT CO LTD								
Symbol: HLDVF Exchange OTC	Nov 17, 08	1,000 000	3 441	3,441 60	5 735	5,735 00	2,293 40	ST
HONG KONG EXCHANGE & CLEARING LTD								
Symbol: HKXCF Exchange OTC	Aug 9, 07	600 000	16 483	9,889 86 ¹	15 574	9,344 40	-545 46	
HUANENG POWER INTL INC SPONSORED ADR SER N SHS ADR								
Symbol: HNP Exchange: NYSE								
EAI: \$48 Current yield 2 01%	Oct 14, 08	85 000	25 350	2,154 75 ¹	28 070	2,385 95	231 20	ST
ICICI BANK LTD SPON ADR								
Symbol: IBN Exchange: NYSE								
EAI: \$135 Current yield 3 32%	Aug 1, 07	113 000	43 552	4,921 48 ¹	29 500	3,333 50	-1,587 98	LT
	Jun 19, 09	25 000	29 902	747 56	29 500	737 50	-10 06	ST
Security total		138 000		5,669 04		4,071 00	-1,598 04	
IMPERIAL OIL LTD NEW CANADA								
Symbol IMO Exchange: AMEX								
EAI: \$99 Current yield 0 86%	Aug 1, 07	299 000	46 656	13,950 15 ¹	38 460	11,499 54	-2,450 61	LT
LEGG MASON INC								
Symbol LM Exchange: NYSE								
EAI: \$26 Current yield 0 49%	Aug 1, 07	111 000	87 670	9,731 37 ¹	24 380	2,706 18	-7,025 19	LT
	Feb 4, 08	107 000	72 998	7,810 81 ¹	24 380	2,608 66	-5,202 15	
Security total		218 000		17,542 18		5,314 84	-12,227 34	
LEUCADIA NATIONAL CORP								
Symbol LUK Exchange NYSE	Aug 1, 07	225 000	37 110	8,349 75 ¹	21 090	4,745 25	-3,604 50	LT
LONDON STOCK EXCHANGE GROUP PLC NEW								
Symbol LDNXF Exchange OTC	Aug 9, 07	750 000	29 342	22,006 50 ¹	11 569	8,676 75	-13,329 75	LT
MASTERCARD INC CL A								
Symbol: MA Exchange: NYSE								
EAI: \$13 Current yield 0 37%	Jul 22, 08	12 000	272 915	3,274 98 ¹	167 310	2,007 72	-1,267 26	ST
	Feb 24, 09	9 000	160 867	1,447 81	167 310	1,505 79	57 98	ST
Security total		21 000		4,722 79		3,513 51	-1,209 28	

continued next page





Account name: MACOMBER FAMILY FNDT
 Account number: Y1 06484 3N

Your assets ▸ Equities ▸ Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Jun 30 (\$)	Value on Jun 30 (\$)	Unrealized gain or loss (\$)	Holding period
NASDAQ OMX GROUP (THE)								
Symbol: NDAQ Exchange OTC	Aug 1, 07	340 000	30 190	10,264 60 ¹	21 310	7,245 40	-3,019 20	LT
NYSE EURONEXT								
Symbol: NYX Exchange NYSE								
EAI: \$262 Current yield 4 41%	Aug 1, 07	218 000	76.180	16,607 24 ¹	27 250	5,940 50	-10,666 74	LT
OAO GAZPROM LEVEL 1 ADR								
PROGRAM (RUSSIA) SPON ADR								
Symbol: OGZPY Exchange OTC								
EAI: \$20 Current yield 0 57%	Aug 1, 07	124,000	42 450	5,263 80 ¹	20 280	2,514 72	-2,749 08	
	Sep 13, 07	50 000	42.680	2,134 02 ¹	20 280	1,014.00	-1,120 02	LT
		174 000		7,397 82		3,528 72	-3,869 10	
Security total								
PHILIP MORRIS INTL INC								
Symbol: PM Exchange NYSE								
EAI: \$486 Current yield 4 95%	Nov 14, 08	225 000	38 959	8,766 00	43 620	9,814 50	1,048 50	ST
RIO TINTO PLC SPON ADR								
Symbol: RTP Exchange NYSE								
EAI: \$22 Current yield 3 36%	Aug 1, 08	4 000	395 685	1,582 74 ¹	163 870	655 48	-927 26	ST
RRI ENERGY INC								
Symbol: RRI Exchange NYSE								
	Aug 1, 07	386 000	26 300	10,151 80 ¹	5 010	1,933 86	-8,217 94	LT
	Apr 13, 09	320 000	4 478	1,433 15	5 010	1,603 20	170 05	ST
	Apr 14, 09	102 000	4 455	454 50	5 010	511 02	56 52	ST
Security total		808 000		12,039 45		4,048 08	-7,991 37	
TIME WARNER INC NEW								
Symbol: TWX Exchange NYSE								
EAI: \$200 Current yield 2 98%	Sep 2, 08	266 000	37 713	10,031.68 ¹	25 190	6,700 54	-3,331 14	
UNION PACIFIC CORP								
Symbol: UNP Exchange NYSE								
EAI: \$124 Current yield 2 07%	Jun 11, 08	115 000	75 244	8,653 14 ¹	52 060	5,986 90	-2,666 24	LT
VORNADO REALTY TRUST								
Symbol: VNO Exchange NYSE								
EAI: \$182 Current yield 8 42%	Mar 25, 09	48,000	32.514	1,560.69	45 030	2,161 44	600 75	ST
WALT DISNEY CO (HOLDING CO)								
DISNEY COM								
Symbol: DIS Exchange NYSE								
EAI: \$55 Current yield 1 51%	Nov 24, 08	156 000	22 346	3,485 98	23 330	3,639 48	153 50	ST

continued next page



Managed Accounts Consulting
June 2009

Account name: MACOMBER FAMILY FNDD
Account number: Y1 06484 3N

Your Financial Advisor:
WITOVER/ROSENTHAL
212-821-7000

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Jun 30 (\$)	Value on Jun 30 (\$)	Unrealized gain or loss (\$)	Holding period
Total				\$298,184.97		\$195,754.88	-\$102,430.09	

Total estimated annual income: \$3,394

* Indicates cost basis information has been provided by a source other than UBS Financial Services

Closed end mutual funds

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Jun 30 (\$)	Value on Jun 30 (\$)	Unrealized gain or loss (\$)	Holding period
MARKET VECTORS ETF TRUST								
GAMING ETF								
Symbol: BJK Exchange NYSE								
EAI: \$65 Current yield 1 12%	Mar 13, 09	50 000	15 050	752 50	20 560	1,028 00	275 50	ST
	Apr 29, 09	3 000	19 380	58 14	20 560	61 68	3 54	ST
	May 15, 09	154 000	20,230	3,115 42	20 560	3,166 24	50 82	ST
	May 21, 09	75 000	21 230	1,592.25	20 560	1,542.00	-50 25	ST
Security total		282 000		5,518 31		5,797 92	279 61	

Availability of independent research

Independent third-party research on certain companies covered by UBS Research is available to customers of UBS in the US at no cost. Customers can access this research at www.ubs.com/independentresearch or can call 1-877-208-5700 to request that a copy of this research be sent to them

Your total assets

	Value on Jun 30 (\$)	Percentage of your account	Cost basis (\$)	Estimated annual income (\$)	Unrealized gain or loss (\$)
Cash	4,272.93	2.08%	4,272.93		
Equities					
Common stock	195,754 88		298,184 97	3,394 00	-102,430 09
Closed end mutual funds	5,797 92		5,518 31	65 00	279 61
Total equities	201,552.80	97.92%	303,703.28	3,459.00	-102,150.48
Total	\$205,825.73	100.00%	\$307,976.21	\$3,459.00	-\$102,150.48



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).

Name of Exempt Organization: MACOMBER FAMILY FOUNDATION
Employer Identification number: 83-0478666
Number, street, and room or suite no.: C/O JOHN D. MACOMBER
City, town or post office, state, and ZIP code: WASHINGTON, DC 20007

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

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

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 JOHN D. MACOMBER
Telephone No. 202 338-0290 FAX No. 410 326-1983
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)

- I request an additional 3-month extension of time until 05/15/2010
For calendar year, or other tax year beginning 07/01/2008 and ending 06/30/2009
If this tax year is for less than 12 months, check reason: Initial return, Final return, Change in accounting period
State in detail why you need the extension

INFORMATION FROM THIRD PARTIES NECESSARY TO COMPLETE THE RETURN HAS NOT YET BEEN RECEIVED.

Table with 3 rows (8a, 8b, 8c) and 2 columns (Description, Amount). 8a: \$19. 8b: \$639. 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: Friedman & Huey Assoc. LLP
1313 West 175th Street
Homewood, IL 60430

RECEIVED 27314 CPA

Date: 2/15/10