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

2008

Department of the Treasury
Internal Revenue Service

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

For calendar year 2008, or tax year beginning Oct 1, 2008, **and ending** Sep 30, 2009

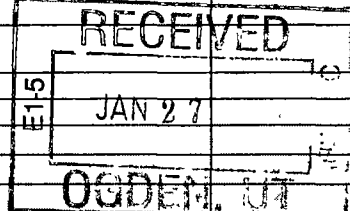
G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation ADA HOWE KENT FOUNDATION	A Employer identification number 13-6066978
	Number and street (or P O box number if mail is not delivered to street address) Room/suite C/O CURTIS, MALLET-PREVOST, ET AL 3500	B Telephone number (see the instructions) (212) 696-6000
	City or town State ZIP code 101 PARK AVE., NEW YORK NY 10178-0061	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: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 11,428,017.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))</i>	(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 (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	380,886.	380,886.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	31,932.	L-6a Stmt		
b Gross sales price for all assets on line 6a	2,764,689.			
7 Capital gain net income (from Part IV, line 2)		31,932.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	412,818.	412,818.		
13 Compensation of officers, directors, trustees, etc	30,000.			30,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	9,100.			9,100.
b Accounting fees (attach sch)				
c Other prof fees (attach sch) L-16c Stmt	99,122.			46,532.
17 Interest				
18 Taxes (attach schedule) 2% EXCISE TAX F/Y 9	20,000.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	2,043.			2,043.
22 Printing and publications				
23 Other expenses (attach schedule) CT CORP SYSTEM	260.			260.
24 Total operating and administrative expenses. Add lines 13 through 23	160,525.			87,935.
25 Contributions, gifts, grants paid	508,000.			508,000.
26 Total expenses and disbursements. Add lines 24 and 25	668,525.			595,935.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-255,707.			
b Net investment income (if negative, enter -0-)		412,818.		
c Adjusted net income (if negative, enter -0-)				

SCANNED JAN 29 2010

ADMINISTRATIVE EXPENSES



9-14 18

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		10,032.	-499,371.	-499,371.
	2	Savings and temporary cash investments		169,268.	1,598,380.	1,598,380.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less. allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U.S. and state government obligations (attach schedule) L-10a Stmt		4,049,095.	1,868,352.	1,960,762.
	b	Investments – corporate stock (attach schedule) L-10b Stmt		3,871,723.	3,878,635.	4,374,769.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt		2,932,690.	3,931,125.	3,993,477.
	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 instructions. Also, see page 1, item I)		11,032,808.	10,777,121.	11,428,017.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)				
FUNDS ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	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		11,032,808.	10,777,121.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see the instructions)		11,032,808.	10,777,121.		
31	Total liabilities and net assets/fund balances (see the instructions)		11,032,808.	10,777,121.		

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	11,032,808.
2	Enter amount from Part I, line 27a	2	-255,707.
3	Other increases not included in line 2 (itemize) <u>misc</u>	3	20.
4	Add lines 1, 2, and 3	4	10,777,121.
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	10,777,121.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a schedule attached		P	various	various
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 2,764,689.	0.	2,732,757.	31,932.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a 0.	0.	0.	31,932.
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	31,932.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	— [If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8]	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2007	606,292.	12,826,910.	0.047267
2006	678,105.	13,149,238.	0.051570
2005	656,810.	12,463,201.	0.052700
2004	654,444.	12,231,217.	0.053506
2003	752,107.	12,210,702.	0.061594

2 Total of line 1, column (d)	2	0.266637
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	0.053327
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	10,840,533.
5 Multiply line 4 by line 3	5	578,093.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,128.
7 Add lines 5 and 6	7	582,221.
8 Enter qualifying distributions from Part XII, line 4	8	595,935.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling 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	4,128.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,128.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,128.
6 Credits/Payments:			
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6 a	8,942.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	8,942.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	4.	
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	4,810.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> 4,810. Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions)		
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? <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)? <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 instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X		
14	The books are in care of <u>Curtis, Mallet-Prevost, Colt & Mosle LLP</u> Telephone no. <u>(212) 696-6000</u> Located at <u>101 Park Ave.,</u> <u>New York,</u> <u>NY</u> ZIP + 4 <u>10178-0061</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			

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
1 a 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	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?	1 c	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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a 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)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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

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?

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Edward Ortiz 13 Glen Ave Hazlet NJ 07730	VP & Asst Secy	10,000.	0.	0.
Henry P. Renard c/o Inverness Counsel Inc 845 Third Ave., NY NY 10022	VP Treas	0.	0.	0.
Sabine Renard c/o Inverness Counsel Inc 845 Third Ave, NY NY 10022	VP & Asst Secy	10,000.	0.	0.
See Information about Officers, Directors, Trustees, Etc		10,000.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
0				
0				
0				
0				

Total number of other employees paid over \$50,000 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 instructions). If none, enter 'NONE'.

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Inverness Counsel Inc. 845 Third Ave., New York, NY 10022	Invest Mgt Fees	93,065.

Total number of others receiving over \$50,000 for professional services		1

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 None -----	0.
2 -----	
3 -----	
4 -----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None -----	0.
2 -----	
All other program-related investments. See instructions. 3 None -----	0.
Total. Add lines 1 through 3	None

BAA

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1a	10,997,703.
b Average of monthly cash balances	1b	7,914.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	11,005,617.
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	
3 Subtract line 2 from line 1d	3	11,005,617.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	165,084.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,840,533.
6 Minimum investment return. Enter 5% of line 5	6	542,027.

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

1 Minimum investment return from Part X, line 6	1	542,027.
2a Tax on investment income for 2008 from Part VI, line 5	2a	4,128.
b Income tax for 2008 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	4,128.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	537,899.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	537,899.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	537,899.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes.		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	595,935.
b Program-related investments – total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	595,935.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	4,128.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	591,807.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				537,899.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only . . .			1,114.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2008				
a From 2003	157,902.			
b From 2004	58,051.			
c From 2005	52,629.			
d From 2006	41,711.			
e From 2007	25,655.			
f Total of lines 3a through e	335,948.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 595,935.				
a Applied to 2007, but not more than line 2a			1,114.	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2008 distributable amount				537,899.
e Remaining amount distributed out of corpus	56,922.			
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	392,870.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2007 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (See instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	157,902.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	234,968.			
10 Analysis of line 9.				
a Excess from 2004	58,051.			
b Excess from 2005	52,629.			
c Excess from 2006	41,711.			
d Excess from 2007	25,655.			
e Excess from 2008	56,922.			

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

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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 SCHEDULE ATTACHED		exempt	Non Restrictive	508,000.
Total				▶ 3a 508,000.
b Approved for future payment				
Total				▶ 3b

Name ADA HOWE KENT FOUNDATION Employer Identification Number 13-6066978

Asset Information:

Description of Property _____
Date Acquired: various How Acquired: Purchased
Date Sold: various Name of Buyer: _____
Sales Price: 2,764,689. Cost or other basis (do not reduce by depreciation) 2,732,757.
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): 31,932. Accumulation Depreciation: _____

Description of Property: _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property: _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Description of Property _____
Date Acquired: _____ How Acquired: _____
Date Sold: _____ Name of Buyer: _____
Sales Price: _____ Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____ Valuation Method: _____
Total Gain (Loss): _____ Accumulation Depreciation: _____

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Samuel R. Campbell c/o 16A Woodbidge Rd York ME 03909	VP & Asst Secy	10,000.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/>				
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/>				

Total

10,000. 0. 0.

Form 990-PF, Page 1, Part I, Line 16c
L-16c Stmt

Line 16c - Other Professional Fees:		Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Name of Provider	Type of Service Provided				
INVERNESS COUNSEL INC	INVEST MGT SERVICES	93,065.			46,532.
JP MORGAN CHASE	CUSTODY FEES	6,057.			

Total

99,122. 46,532.

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
SCHEDULE ATTACHED			1,868,352.	1,960,762.

Total

1,868,352. 1,960,762.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
SCHEDULE ATTACHED	3,878,635.	4,374,769.
Total	<u>3,878,635.</u>	<u>4,374,769.</u>

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
SCHEDULE ATTACHED	3,931,125.	3,993,477.
Total	<u>3,931,125.</u>	<u>3,993,477.</u>

Additional Information For Tax Return

ADA HOWE KENT FOUNDATION

13-6066978

Form 990-PF, p6: Line 1b, Hours-1

As Req

Form 990-PF, p6: Line 1b, Hours-2

As Req

Form 990-PF, p6: Line 1b, Hours-3

As Req

Form 990-PF, p6: Line 1b, Hours-4

As Req

Form 990-PF, p6: Line 1b, Hours-5

As Required

THE ADA HOWE KENT FOUNDATION

CAPITAL GAINS & LOSSES FISCAL YEAR ENDED SEPTEMBER 30, 2009

13-6066978

<u>P.V. OR</u>		<u>DATE</u>	<u>NET</u>		<u>GAIN</u>
<u>NO SHS</u>	<u>DESCRIPTION</u>	<u>SOLD</u>	<u>PROCEEDS</u>	<u>COST</u>	<u>(LOSS)</u>
200,000	FHLB 5.25 6/12/09	6/12/2009	\$ 200,000.00	\$ 198,640.00	\$ 1,360.00
250,000	FHLB 5 3/15/18	3/5/2009	250,000.00	249,375.00	625.00
250,000	GOLDMAN SACHS 6.65 05/15/09	5/19/2009	250,000.00	248,565.00	1,435.00
1	BARR PHARMACEUTICALS	12/23/2008	99,725.81	78,193.50	21,532.31
1,500	CARLISLE COS	2/11/2009	32,125.10	24,705.56	7,419.54
1,500.00	GENERAL ELECTRIC CO	3/17/2009	14,189.91	9,024.22	5,165.69
4,000	HARRIS CORP	8/13/2009	137,079.67	62,883.48	74,196.19
300,000	HEWLETT PACKARD 09/03/09	9/3/2009	300,000.00	298,875.00	1,125.00
993.672	HARRIS STRATEX NETWORKS INC A	8/18/2009	6,702.94	-	6,702.94
4,000	ISHARES MSCI	9/18/2009	40,354.95	36,380.00	3,974.95
1,500	LIBERTY ENTERTAINMENT-A	7/30/2009	41,348.08	31,228.53	10,119.55
3,000	MCDERMOTT INTL INC	4/27/2009	48,309.85	31,950.00	16,359.85
0.41169	MARRIOTT INTL CL A	9/14/2009	10.12	9.18	0.94
4,000	PROCTER & GAMBLE	8/27/2009	212,534.53	43,339.10	169,195.43
4,000	ROPER INDUSTRIES	5/12/2009	183,418.48	14,678.58	168,739.90
2,000	3M	8/28/2009	145,227.26	57,395.25	87,832.01
0.8	TEVA PHARMACEUTICAL INDS	12/30/2008	33.46	32.44	1.02
150,000	US TREAS NT	1/20/2009	196,371.00	197,604.79	(1,233.79)
2,000	CIE GEN GEO.	11/3/2008	28,803.63	106,920.00	(78,116.37)
3,000	EMC CORP	4/21/2009	36,929.34	46,656.67	(9,727.33)
1,000	EOG RESOUR INC	4/24/2009	55,195.67	130,601.00	(75,405.33)
2,000	FREQUENCY ELECTRONICS	9/16/2009	9,708.34	10,402.69	(694.35)
2,000	HEINZ HJ CO	4/21/2009	67,800.05	96,948.00	(29,147.95)
4,000	LIBERTY GLOBAL INC SER A	4/29/2009	64,175.94	82,860.20	(18,684.26)
0.07	MARRIOTT INTL CL A	8/3/2009	1.52	1.57	(0.05)
3,000	NABORS INDS LTD	2/10/2009	32,369.81	89,425.50	(57,055.69)
1,600	NEWFIELD EXPLORATION	5/8/2009	53,054.79	85,729.60	(32,674.81)
4,500	OWENS CORNING INC	12/8/2008	68,093.61	124,759.11	(56,665.50)
5,000	OWENS CORNING INC	5/5/2009	96,633.51	138,621.24	(41,987.73)
3,000	PEABODY ENERGY CORP	4/21/2009	72,602.33	119,944.68	(47,342.35)
6,000	PRECISION DRILLING UNIT		21,889.67	117,006.80	(95,117.13)
			<u>\$ 2,764,689.37</u>	<u>\$ 2,732,756.69</u>	<u>\$ 31,932.68</u>

THE ADA HOWE KENT FOUNDATION
13-6066978
STATEMENT OF ASSETS ON HAND 9/30/2009

RIDER ATTACHED FORM 90-PF- F/Y/E 9/30/2009

<u>Investments in U.S. and State gov't obligations</u>	<u>Book Value</u>	<u>Market Value</u>
200,000 FFCB 4.5 10/17/12	199,172.00	216,062.00
200,000 FFCB 5.25% 9/13/10	199,882.00	208,626.00
200,000 FHLB 3.5% 07/16/10	199,770.00	204,000.00
150,000 FHLP (STEPUP) 2% 8/19/14	150,000.00	150,328.50
100,000 FHLP V/R 9/10/12	100,000.00	100,000.00
150,000 Federal Home Loan Bank 5.75% 5/15/12	148,756.50	166,641.00
100,000 FHLB 4.75 3/18/19	100,000.00	100,906.00
200,000 FHLB 4.875% 11/15/11	207,638.00	216,000.00
200,000 FHLB 5.375% 5/18/16	198,096.00	225,812.00
200,000 FHLB 5% 12/11/09	200,000.00	201,812.00
170,522 US TSY NT INFL IND	165,037.90	170,574.36
	<u> </u>	<u> </u>
Totals	<u>\$ 1,868,352.40</u>	<u>\$ 1,960,761.86</u>

Investments in Corporate Bonds

250,000 Alabama Power Co 5 2% 1/15/16	250,000.00	263,527.50
200,000 American Express Cr. 5.25 9/12/11	199,888.00	209,286.00
200,000 Amgen Inc 6.125% 6/01/18	200,000.00	226,184.00
100,000 Baxter Intl 4.625 3/15/15	99,811.00	107,185.00
100,000 Bellsouth Cap Funding 7.75% 2/15/10	100,000.00	102,631.00
100,000 Bristol Myers Squib 5.25%8/15/13	99,356.00	108,756.00
100,000 Campbell Soup 5% 12/3/12	97,981.00	109,098.00
100,000 Coca-Cola Co 5.35% 11/15/17	99,851.00	109,196.00
200,000 General Motors Corp 7.125% 7/15/13	198,652.00	30,500.00
200,000 Georgia Power Co 5.125% 11/15/12	197,040.00	216,646.00
100,000 Goldman Sachs Group Inc 6 15 4/01/18	106,489.00	105,191.00
350,000 Home Depot Inc .7576 12/16/09	349,566.00	349,814.50
150,000 Kimberly Clark Corp 5% 8/15/13	149,809.50	163,320.00
100,000 Leggett & Platt Inc 5 8/15/05	99,154.00	102,245.00
100,000 Medtronic Inc Conv 1.5 4/15/11	93,625.00	99,500.00
100,000 Merrill Lynch & Co .7262 12/04/09	98,875.00	100,002.00
150,000 Oracle corp 5.25% 1/15/16	149,170.50	163,180.50
200,000 Pfizer Inc 5.35 3/15/15	199,750.00	221,462.00
100,000 Praxair Inc 8/15/2019	99,506.00	103,131.00
100,000 Prog Ener Carolina 5.3 1/15/19	99,908.00	108,302.00
100,000 Roche Hldgs Inc 4.5 3/01/12	99,470.00	105,812.00
100,000 SBC Comms Inc 5.1% 9/15/14	99,527.00	107,817.00
200,000 SLM Corp 4.5 7/26/10	199,438.00	194,332.00
200,000 Target Corp. 6.35% due 1/15/11	199,544.00	212,662.00
200,000 United Health Group, Inc 5% due 8/15/14	194,976.00	207,226.00
150,000 United Tech Corp 6.1% 5/15/12	149,737.50	166,470.00
	<u> </u>	<u> </u>
Total	<u>\$ 3,931,124.50</u>	<u>\$ 3,993,476.50</u>

THE ADA HOWE KENT FOUNDATION
13-6066978
STATEMENT OF ASSETS ON HAND SEPTEMBER 30, 2009

RIDER ATTACHED FORM 990-PF F/Y/E 9/30/2009

<u>No Shs</u>	<u>Investments in Corporate Stocks</u>	<u>Book Value</u>	<u>Market Value</u>
7,000	ABB Ltd ADR	\$ 153,344.20	\$ 140,280.00
2,000	Abbott Laboratories	92,109.00	\$ 98,940.00
5,000	Alberto Culver Co	123,672.20	138,400.00
9,000	Applied Materials Inc	172,149.50	120,420.00
9,000	Aqua America Inc	211,069.39	158,760.00
8,000	Bank of America Corp	105,960.00	135,360.00
1,000	Bard (C R) Inc	76,634.00	78,610.00
6,000	Bristol Myers Squibb Co	169,230.00	135,120.00
3,000	Carlisle Companies	49,411.13	101,730.00
2,000	Central Gold Trust	73,000.00	79,600.00
9,000	Cisco Systems, Inc	121,251.30	211,860.00
6,000	Corning Inc	92,495.40	91,860.00
6,000	EMC Corp Mass	93,313.33	102,240.00
350	First Solar Inc	77,189.11	53,501.00
2,000	FPL Group Capital Inc 7.45 Pfd	52,639.30	53,300.00
2,000	Freeport-McMoran Copper & Gold	78,480.80	137,220.00
2,000	Frequency Electronics, Inc.	10,402.69	9,260.00
5,000	General Electric Co	30,080.72	82,100.00
2,000	Georgia Power Pfd	49,375.00	50,180.00
4,500	Home Depot, Inc	43,565.33	119,880.00
2,000	International Business Machines	103,762.50	239,220.00
4,000	Liberty Global Inc Series C	78,440.55	89,840.00
3,000	Liberty Entertainment -A	62,457.07	93,330.00
3,022	Marriott International Inc A	67,413.35	83,376.98
1,500	Monsanto Co	117,679.35	116,100.00
1,500	Newmont Mining Corp	58,568.10	66,030.00
3,500	Pepsico, Inc	165,313.00	205,310.00
8,000	Petsmart Inc	216,820.10	174,000.00
4,000	Proctor & Gamble Co	212,960.00	231,680.00
4,000	Roper Industries Inc	183,636.00	203,920.00
6,000	SPDR KBW Bank ETF	237,770.05	139,980.00
3,000	Terex Corp	47,287.20	62,190.00
3,940	Teva Pharm Inds ADR	159,743.37	199,206.40
4,000	URS Corp	172,081.40	174,600.00
1,500	Union Pacific Corp	68,084.70	87,525.00
4,000	Walt Disney Co	51,246.03	109,840.00
	Totals	<u>3,878,635.17</u>	<u>\$ 4,374,769.38</u>

THE ADA HOWE KENT FOUNDATION

13-6066978

Grants Paid During the Year F/Y/E September 30, 2009

<u>Recipient Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
James Beard Foundation 6 West 18th St., New York, NY 10011	Exempt	Non Restricted	1,000
Brearily School 610 East 83rd Street, New York, NY	"	"	10,000
Cape Ann Historical Society Cape May, NJ	"	"	3,000
Choate Rosemary Hall School Wallingford, CT	"	"	5,000
Clarkson University Potsdam, NY	"	"	25,000
Cornell University Ithaca, NY	"	"	75,000
Cornell University Ithaca, NY	"	"	50,000
FRAXA 45 Pleasant St , Newburyport, MA 01950	"	"	5,000
Harvard University Cambridge, MA	"	"	75,000
International Service Fellowship Upper Darby, PA	"	"	30,000
Isabella Stewart Gardner Museum 2 Palace Road, Boston, MA 02115	"	"	5,000
Julliard School 60 Lincoln Center Plaza, New York, NY	"	"	5,000
Eugene Kinasweich Fund Inc. 27 Granville Road, Cambridge, MA	"	"	2,500
Middlesex School Concord, MA	"	"	30,000
Middlesex School Concord, MA	"	"	10,000
Naromi Land Sherman, CT	"	"	3,000
National Fragile X Foundation San Francisco, California	"	"	5,000
New School for Social Research Parson School of Design, New York, NY	"	"	20,000
Sherman Chamber Ensemble PO Box 578, Sherman, CT 06784	"	"	2,000
Sherman Library Sherman, CT	"	"	13,000
Sherman Historical Society Sherman, CT	"	"	1,000
Sherman Volunteer Fire Dept Sherman, CT	"	"	3,000
Skip of New York New York, NY	"	"	5,000
Smith College Northampton, MA	"	"	75,000
Smith College Dept. of Religion Northampton, MA	"	"	20,000
St. John's Church Cold Spring Harbor, NY	"	"	2,000
The Trustees of Reservation Beverly, MA 01915-1530	"	"	7,500
University of California, Santa Cruz Santa Cruz, CA	"	"	15,000
Veterans of Foreign Wars York Beach, ME	"	"	-
Total Grants			\$ 508,000