Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
GOULD FAMILY FOUNDATION
C/O BAKER & MCKENZIE LLP-E.MATTHEWS

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1114 AVE OF THE AMERICAS

City or town, state, and ZIP code
NEW YORK NY 10036

A Employer identification number
02-0595263

B Telephone number (see page 10 of the instructions)
212-626-4682

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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 ▶ ☐

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) ▶ $ 23,157,782

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

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))

Section	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	11	11		
	4	Dividends and interest from securities	668,701	668,701		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 11	59,771			
	b	Gross sales price for all assets on line 6a 2,844,922				
	7	Capital gain net income (from Part IV, line 2)		64,722		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) Stmt 1	2,066	2,066		
	12	**Total.** Add lines 1 through 11	730,549	735,500	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	78,538	1,963		76,575
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) See Stmt 2	4,255			4,255
	b	Accounting fees (attach schedule) Stmt 3	27,900			27,900
	c	Other professional fees (attach schedule) Stmt 4	134,762	93,546		41,216
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) Stmt 5	3,072	3,072		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	43,949			43,949
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) Stmt 6	13,752	120		13,632
	24	**Total operating and administrative expenses.** Add lines 13 through 23	306,228	98,701		207,527
	25	Contributions, gifts, grants paid	1,000,000			1,000,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,306,228	98,701	0	1,207,527
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-575,679			
	b	**Net investment income** (if negative, enter -0-)		636,799		
	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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	530,723	73,742	73,742
	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 16 of the instructions)			
	7	Other notes and loans receivable (att schedule) ▶ 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) Stmt 7	3,842,500	3,449,270	3,729,046
	b	Investments—corporate stock (attach schedule) See Stmt 8	11,443,323	11,189,639	13,100,015
	c	Investments—corporate bonds (attach schedule) See Stmt 9	5,357,529	5,897,011	6,254,979
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	21,174,075	20,609,662	23,157,782
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)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	21,174,075	20,609,662	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	21,174,075	20,609,662	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	21,174,075	20,609,662	

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	21,174,075
2	Enter amount from Part I, line 27a	2	-575,679
3	Other increases not included in line 2 (itemize) ▶ See Statement 10	3	11,266
4	Add lines 1, 2, and 3	4	20,609,662
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	20,609,662

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	DEUTSCHE BANK STMT 12	P	Various	Various
b	DEUTSCHE BANK STMT 12	P	Various	Various
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	108,628		71,834	36,794
b	2,736,294		2,708,366	27,928
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				36,794
b				27,928
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	64,722
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	36,794

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	1,221,977	27,095,090	0.045100
2007	1,367,146	26,653,565	0.051293
2006	1,183,225	24,248,690	0.048795
2005	963,696	23,421,336	0.041146
2004	205,780	21,563,503	0.009543

2	**Total** of line 1, column (d)	2	0.195877
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	0.039175
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	21,662,561
5	Multiply line 4 by line 3	5	848,631
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,368
7	Add lines 5 and 6	7	854,999
8	Enter qualifying distributions from Part XII, line 4	8	1,207,527

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

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	6,368
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	6,368
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	6,368
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 29,603		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	29,603
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	23,235
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 23,235 **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

				Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		1b		X
	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				
c	Did the foundation file **Form 1120-POL** for this year?	N/A	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________				
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________				
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?		4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NY				
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ N/A

14 The books are in care of ▶ EDWIN S MATTHEWS. JR. ESQ. Telephone no ▶ 212-626-4682

1114 AVE OF THE AMERICAS

Located at ▶ NEW YORK, NY ZIP+4 ▶ 10036

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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

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

					Yes	No
1a	During the year did the foundation (either directly or indirectly)					
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here		▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))					
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes	☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20					
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)		N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20					
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)		N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?			4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a 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)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
EDWIN S MATTHEWS JR C/O BAKER & MCKENZIE	NEW YORK NY 10036	TRUSTEE 20.00	39,269	0	0
ANTHONY GOULD 1140 FIFTH AVE	NEW YORK NY 10128	TRUSTEE 6.00	39,269	0	0

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 ▶

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
LEGG MASON INVESTMENT COUNSEL NEW YORK 640 FIFTH AVE NY 10019	INVEST. MGT	103,940

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 24 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 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
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	21,527,712
b	Average of monthly cash balances	1b	464,736
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	21,992,448
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	21,992,448
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	329,887
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,662,561
6	**Minimum investment return.** Enter 5% of line 5	6	1,083,128

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	1,083,128
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 6,368		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	6,368
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,076,760
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,076,760
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	1,076,760

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	1,207,527
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,207,527
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	6,368
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,201,159

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 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				1,076,760
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			1,059,111	
b	Total for prior years 20____ , 20____ , 20____				
3	Excess distributions carryover, if any, to 2009				
a	From 2004				
b	From 2005				
c	From 2006				
d	From 2007				
e	From 2008				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 1,207,527				
a	Applied to 2008, but not more than line 2a			1,059,111	
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 2009 distributable amount				148,416
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2009 (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				
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 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				928,344
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 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2005				
b	Excess from 2006				
c	Excess from 2007				
d	Excess from 2008				
e	Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 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))

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 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

THE GOULD FAMILY FOUNDATION
C/O E. S. MATTHEWS NEW YORK NY 10036

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

LETTER

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED				1,000,000
Total			▶ 3a	1,000,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	11	
4 Dividends and interest from securities			14	668,701	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	59,771	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ROYALTY INCOME			15	2,066	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		730,549	0
13 **Total.** Add line 12, columns (b), (d), and (e)				13	730,549

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
N/A	

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ [signature] 3/20/10 ▶ Trustee

Signature of officer or trustee Date Title

Paid Preparer's Use Only

Preparer's signature ▶ Jerris Bernstein CPA	Date 03/08/10	Check if self-employed ▶ ☐	Preparer's identifying number (see Signature on page 30 of the instructions) P00086495
Firm's name (or yours if self-employed), address, and ZIP code ▶ BERNSTEIN & BERNSTEIN LLP 20 CEDAR ST STE 108 NEW ROCHELLE, NY 10801-5217		EIN ▶ 11-2773025	Phone no 914-654-9500

Grants and Contributions
Paid During 2009

Recipient Name & Address	Recipient Relationship	Recipient Status	Purpose of Grant	Amount
The AGAPE Foundation 1095 Market Street San Francisco, Ca 94103-1624	None	Public Charity	Incite Program - Civic training for young women	$5,000.00
Animal Welfare Society 8 Dodd Road New Milford , CT 067776-4402	None	Public Charity	General Support	$25,000 00
Cambridge Health Alliance 120 Beacon St Somerville, MA 02139	None	Public Charity	Support for work of Robert Jay Lifton on origins of violence	$10,000.00
Cornerstone Project 46 Stonefield Rd Woodbury, CT 06798-2639	None	Public Charity	Development of Nambale Magnet School in Kenya	$50,000.00
The Culture Project 49 Bleeker Street #602 New York, NY 10012	None	Public Charity	Theatre that addresses critical human rights issues	$20,000 00
Dalton School 63 East 91st St, New York, NY 10128	None	Public Charity	Education- Scholarship Fund	$250,000 00

Recipient Name & Address	Recipient Relationship	Recipient Status	Purpose of Grant	Amount
Earth Justice 426 17th Street , 5th floor Oakland , CA 94612.	None	Public Charity	Establishment of a Northeast office	$100,000 00
Electronic Frontier Foundation 454 Shotwell St San Francisco,CA 94110-1914	None	Public Charity	Preserve freedom of speech in a digital society	$10,000 00
First Ecclesiastical Society of New Preston P O Box 2044 New Preston, CT 06777	None	Public Charity	Maintenance of stone church	$10,000 00
Friends of the Earth 1717 Massachusetts Ave Washington DC 20036-2008	None	Public Charity	Communications program	$20,000 00
The Gunnery School Green Hill Road Washington, CT 06973	None	Public Charity	Education-Scholarship Fund	$5,000 00
Halo Trust 850 Seventh Ave, Suite 506 New York, NY 10019	None	Public Charity	Removal of the hazardous debris of war	$100,000 00
International Center for Conciliation 18 Elba St Brookline, MA 02446	None	Public Charity	Support social and political reconciliation	$25,000 00

Recipient Name & Address	Recipient Relationship	Recipient Status	Purpose of Grant	Amount
Library of America 14 E 60th St New York, NY 10022-1006	None	Public Charity	Publication of the journals of Ralph Waldo Emerson	$75,000.00
Merricat's Castle School 316 E 88th St NY,NY	None	Public Charity	Education - primary school	$25,000.00
Metropolitan Museum of Art Costume Institute 1000 Fifth Ave NY,NY 10028-0198	None	Public Charity	Support for the Costume Institute	$75,000 00
Metropolitan Opera Lincoln Center NY,NY 10023	None	Public Charity	Support for opera radio broadcasts	$50,000 00
Rosa Vera Fund 614 Arizona St Bisbee,AZ 85603-1508	None	Public Charity	Provide preventative medical and or social intervention for the children of Bolivia and develop community healthcare	$5,000 00
San Francisco Film Society 39 Mesa St Ste 110 San Francisco,CA 94129-1025	None	Public Charity	Support Fierce Green Fire- a film on the history of the environmental movement	$20,000 00
Shepaug River Association P O Box 279 Washington Depot, CT 06794-0279	None	Public Charity	Support for the saving of the Shepaug River	$10,000 00

Recipient Name & Address	Recipient Relationship	Recipient Status	Purpose of Grant	Amount
Strays & Others P O Box 473 New Canaan, CT 06840-0473	None	Public Charity	Caring for stray animals until they find a home	$5,000 00
Warren Public Library 15 Sackett Hill Rd Cornwall Bridge ,CT 06754-1713	None	Public Charity	General support	$5,000 00
Warren Land Trust 151 Melius Rd Cornwall Bridge ,CT 06754-1504	None	Public Charity	Preservation of land	$50,000 00
Warren Volunteer Fire Co. 11 Sackett Hill Road Cornwall Bridge ,CT 06754-1713	None	Public Charity	General support	$10,000 00
Washington Citizen's Scholarship Foundation	None	Public Charity	General support for scholarships	$30,000 00
World Policy Institute 220 5th Ave NY,NY 10001-7721	None	Public Charity	Publication of book by Meyer & Brysac on successful multicultural societies around the world	$10,000 00
Total Paid:				**$1,000,000.00**

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	$ 2,066	$ 2,066	$
Total	$ 2,066	$ 2,066	$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
BAKER AND MCKENZIE	$ 4,255	$	$	$ 4,255
Total	$ 4,255	$ 0	$ 0	$ 4,255

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
BERNSTEIN & BERNSTEIN	$ 27,900	$	$	$ 27,900
Total	$ 27,900	$ 0	$ 0	$ 27,900

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGG MASON INVESTMENT MGT FEES	$ 103,940	$ 93,546	$	$ 10,394
DEUTSCHE BANK FEES	14,898			14,898
CONSULTING	15,924			15,924
Total	$ 134,762	$ 93,546	$ 0	$ 41,216

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
2007 TAX BALANCE	$	$	$	$
2008 ESTIMATED TAX PAYMENTS				
FOREIGN TAXES	3,072	3,072		
PRIOR YEARS TAX				
Total	$ 3,072	$ 3,072	$ 0	$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
VERIZON	2,200			2,200
OFFICE EXPENSES	10,346			10,346
SECUR-ALL INC. AGENCY	1,086			1,086
ADR FEE	120	120		
Total	$ 13,752	$ 120	$ 0	$ 13,632

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US GOVERNMENT OBLIGATIONS SEE ATTACH	$ 3,842,500	$ 3,449,270	Cost	$ 3,729,046
Total	$ 3,842,500	$ 3,449,270		$ 3,729,046

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED	$ 11,443,323	$ 11,189,639	Cost	$ 13,100,015
Total	$ 11,443,323	$ 11,189,639		$ 13,100,015

Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED	$ 5,357,529	$ 5,897,011	Cost	$ 6,254,979
Total	$ 5,357,529	$ 5,897,011		$ 6,254,979

Statement 10 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
INCREASE ATTRIBUTABLE TO BOOK VS TAX TIMING DIFERENCES IN REPORTING INCOME	$ 1,603
FEDERAL TAX REFUNDS	3,063
NON DIVIDEND DISTRIBUTION	6,600
Total	$ 11,266

Statement of Principal Assets on Hand 12/31/2009

US GOVERNMENT OBLIGATIONS		Inventory Value	Market Value
Federal Home Loan LN BKS DTD Dated 05/03/06 5 375% Due 05/18/2016 $250,000 00	$260,855 00		
Federal Home Loan Dated 05/03/06 5 375% Due 05/18/2016 $500,000 00	$533,607 50	$794,462 50	$829,222 50
Federal Home LN MTG CORP Dated 07/16/04 5 00% Due 07/15/2014 $250,000 00		$254,140 75	$274,687 50
Federal NATL MTG ASSN Dated 09/26/03 4 625% 10/15/2013 $500,000 00		$479,518 00	$541,875 00
Federal NATL MTG ASSN Dated 03/30/05 5 00% 04/15/2015 $500,000 00		$485,444 50	$549,530 00
Federal NATL MTG ASSN Dated 11/17/06 4 875% 12/15/2006 $500,000 00	$477,150 50		
Federal NATL MTG ASSN Dated 11/17/06 4 875% 12/15/2006 $300,000 00	$314,327 10	$791,477 60	$865,504.00

Statement of Principal Assets on Hand 12/31/2009

US GOVERNMENT OBLIGATIONS	Inventory Value	Market Value
United States Treasury Notes 5% Due 08/15/11 $160,000 00	$173,175 00	$170,600 00
United States Treasury Notes Dtd 02/15/15 4% Due 02/15/15 $200,000 00	$195,890 62	$212,562 00
United States Treas Nts 4 375% Due 12/15/10 $0 00	$275,161 14	$285,065 00
TOTAL US GOVERNMENT OBLIGATIONS	$3,449,270 11	$3,729,046 00

Statement of Principal Assets on Hand 12/31/2009

Stock	Inventory Value	Market Value
ABB Ltd 12,000 00 Shs	$190,100 40	$229,200 00
Accenture LTD PLC 5,000 Shs.	$214,260 00	$207,500 00
Air Prods & Chem Inc 5,700 Shs	$188,419 00	$283,710 00
Apple Inc Com 3,000 Shs	$302,580 00	$632,196 00
Arch Capital Group Ltd Com 4,500 Shs	$322,706 25	$321,975 00
Becton Dickinson & Co 3,000 Shs	$104,550 00	$236,580 00
BHP Billiton LTD Sponsored ADR 5,500 Shs	$159,850 35	$421,190 00
Broadcom Corp CL A 5,500 Shs	$189,287 45	$173,085 00
Celegene Corp 3,000 Shs	$151,486 50	$167,040 00
Chevron Corp 4,000 Shs	$213,576 00	$307,960 00

Statement of Principal Assets on Hand 12/31/2009

Stock		Inventory Value	Market Value
Cisco Sys 7,500 Shs		$230,850 00	$179,550 00
Corning Inc 14,000 00 Shs		$224,572 60	$270,340 00
Covidien Plc Ord 6,000 Shs		$242,116 80	$287,340 00
CVS Corp 5,000 Shs	$155,527 50		
CVS Caremark Corp 1,500 Shs	$53,940 00		
		$209,467 50	$209,365 00
Emerson Elec Co 7,200 Shs		$234,427 68	$306,720 00
Entergy Corp New Com 2,200 Shs		$233,726 02	$180,048 00
Exxon Mobil Corp 4,500 Shs		$230,149 60	$306,855 00
Express Scripts Inc Com 5,000 Shs		$239,120 00	$432,100 00
Thermo Fisher Scientific Intl Inc com 8,000 Shs		$318,725 60	$381,520 00
FPL Group Inc 4,000 Shs		$191,198 00	$211,280 00

Statement of Principal Assets on Hand 12/31/2009

Stock	Inventory Value	Market Value
Google Inc 550 Shs.	$230,822 24	$340,989 00
Gilead Sciences Inc Com 5,000 Shs	$194,500 00	$216,350 00
Inverness Med Innovations 4,600 Shs	$201,320 84	$190,946 00
ITT Inds Inc 6,700 Shs	$268,362 13	$333,258 00
Johnson & Johnson 4,000 Shs	$233,740 40	$257,640 00
Kellogg 5,000 Shs	$211,700 00	$266,000 00
National Oil Well Varco 3,013 Shs	$227,029 55	$132,843 17
Netapp Inc 14,000 Shs	$182,700 00	$481,040 00
Potash Corp Sask Inc Com 2,500 Shs	$191,699 25	$271,250 00
Price T Rowe Group Inc Com 6,000 Shs	$309,711 00	$319,500 00

Statement of Principal Assets on Hand 12/31/2009

Stock	Inventory Value	Market Value
Procter & Gamble Co Com 4,000 Shs	$176,609 23	$242,520 00
Republic Services Inc CL A 10,000 Shs	$296,168 67	$283,100 00
Schlumberger Ltd Com Com 3,000 Shs.	$259,260 00	$195,270 00
Schwab Charles Corp 10,000 Shs	$173,571 00	$188,200 00
State STR Corp 4,000 Shs	$187,425 20	$174,160 00
Sherwin Williams 3,000 Shs	$172,242 00	$184,950 00
United Technologies Corp Com 3,500 Shs	$247,255 75	$242,935 00
Varian Semiconductor Equipment 7,000 Shs	$167,612 20	$251,160 00
Verizon 7,000 Shs	$215,390 00	$231,910 00

Statement of Principal Assets on Hand 12/31/2009

STOCK	Inventory Value	Market Value
V F Corp 2,800 Shs	$204,940 40	$205,072 00
Wells Fargo & Co 10,000 Shs	$309,242 50	$269,900 00
Yum Brands Inc 5,700 Shs	$149,279 58	$199,329 00
COMMON FUNDS		
Harbor Fd Intl Fd Instl Cl 26,115 01 Units	$1,483,710 54	$1,432,930 00
Royce Fd Pennsylvania Mutual Fd 46,900 37 Shs	$504,176 57	$443,208 46
TOTAL STOCK	**$11,189,638.80**	**$13,100,014.63**

Statement of Principal Assets on Hand 12/31/2009

CORPORATE BONDS & NOTES	Inventory Value	Market Value
Abbott Lab Nt 11/9/07 5 6% 11/30/2017 $300,000 00	$301,893 00	$325,803 00
Apache Corp Nt Dtd 5 25% Due 04/15/2013 $500,000 00	$500,590 00	$535,840 00
Astrazeneca Plc DTD 5 4% Due 09/15/2012 $200,000 00	$203,748 00	$218,470 00
AT&T Global 11/17/08 6 7% 11/17/2018 $500,000 00	$497,970 00	$564,125 00
Boeing Cap Corp SR Nt 6 50% Due 02/15/2012 $250,000 00	$266,482 50	$273,420 00
Burlington Resources Fin Co GTD NT 6 50% Due 12/01/2011 $250,000 00	$265,027 50	$273,615 00
Caterpillar Financial SE DTD 12/17/09 1 9% 12/17/2012 $100,000 00	$99,881 00	$99,610 00

Statement of Principal Assets on Hand 12/31/2009

CORPORATE BONDS & NOTES		Inventory Value	Market Value
Chevron Corp SR NT DTD 3/3/09 3 95% Due 3/3/2014 $134,000 00	$134,724 94		
Chevron Corp SR NT DTD 3/3/09 3 95% Due 3/3/2014 $166,000 00	$165,694 56	$300,419 50	$313,206 00
Deere John Capital Corp Trache Tr Dated 07/25/06 5 65% Due 07/25/2011 $250,000 00		$255,692 50	$266,485 00
Du Pont El De Nemours & Co Nt 4 875% Due 04/30/14 $200,000 00		$204,880 00	$213,314 00
Glaxosmithkline Cap Inc dated 04/06/04 4 375% Due 04/15/14 $200,000 00		$195,106 00	$209,800 00
Home Depot 5 20% Due 03/01/2011 $250,000 00		$248,615 00	$259,420 00
IBM Intl Group DTD 10/22/07 5 05% 10/22/2012 $200,000 00		$201,626 00	$216,646 00
Johnson & Johnson NT DTD 08/16/07 5 15% 8/15/2012 $300,000 00		$309,861 00	$326,061 00

Statement of Principal Assets on Hand 12/31/2009

CORPORATE BONDS & NOTES	Inventory Value	Market Value
Merck & Co DTD 6/25/2009 4% 6/30/15 $180,000 00	$179,276 40	$187,711 20
Novartis Cap Corp NT DTD 2/10/09 4 125% 2/10/2014 $200,000 00	$203,556 00	$210,236 00
Pepsico 12/4/07 4 65% 2/15/2013 $300,000 00	$302,202 00	$320,451 00
Pitney Bowes Inc Sr Note Dtd 03/22/05 5% Due 03/15/15 $200,000 00	$201,978 00	$209,542 00
United Technologies Corp Nt Dtd 4 875% Due 05/01/2015 $500,000 00	$485,680 00	$536,695 00
Walt Disney New Medium Nt 02/28/02 6 375% 3/1/2012 $200,000 00	$208,184 00	$218,462 00
Wal-Mart Sr Nt 4/15/08 4 25% 4/15/2013 $200,000 00	$201,140 00	$212,054 00
Wells Fargo BK N A San Francisco Dated 02/06/01 6 45% Due 02/01/2011 $250,000 00	$263,202 50	$264,012 50
TOTAL CORPORATE BONDS & NOTES	**$5,897,010.90**	**$6,254,978.70**

2009 Tax Information Statement

Account Number: 285827
Recipient's Tax ID number: XX-XXX5263
Payer's Federal ID number: 13-4941247
Questions? (212)454-2379
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
GOULD FAMILY FOUNDATION
C/O BAKER & MCKENZIE LLP
1114 AVE OF THE AMERICAS
NEW YORK, NY 10036-7703

Payer's Name and Address
DEUTSCHE BANK TRUST CO. AMERICA
280 PARK AVENUE
NEW YORK, NY 10017

Book

2009 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS are Gross Proceeds less commissions and option premiums.

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Short Term Sales Reported on 1099-B								
3000 0000	922207105	VARIAN SEMICONDUCTOR EQUIPMENT ASSOCIATES,INC.	06/30/2009	12/22/2009	108,628.10	71,833 80	36,794.30	0.00
Total Short Term Sales Reported on 1099-B					108,628.10	71,833.80	36,794.30	0.00
Long Term 15% Sales Reported on 1099-B								
1700.0000	009158106	AIR PRODUCTS & CHEMICAL INC COM	10/15/2004	06/30/2009	110,306 08	91,517 80	18,788.28	0.00
500.0000	009158106	AIR PRODUCTS & CHEMICAL INC COM	10/15/2004	12/22/2009	40,435.76	26,917.00	13,518.76	0.00
5500.0000	G02602103	AMDOCS LTD COM	06/26/2007	06/30/2009	116,898.93	217,264.85	-100,365.92	0.00
1800.0000	037833100	APPLE COMPUTER INC COM	05/04/2007	06/30/2009	255,953 41	181,548.00	74,406.41	0.00
1700.0000	075887109	BECTON DICKINSON & CO COM (**)	10/14/2002	12/22/2009	132,451.07	59,245.00	73,206.07	0.00
4350.0000	30161N101	EXELON CORPORATION	07/29/2005	06/30/2009	221,841.25	234,386.70	-12,545.45	0 00
3000.0000	302182100	EXPRESS SCRIPTS INC COM	05/04/2007	06/30/2009	204,070.05	143,472.00	60,598.05	0.00
1500.0000	30231G102	EXXON MOBIL CORPORATION	11/23/2004	06/30/2009	104,232.31	76,807.50	27,424.81	0.00
5500.0000	368710406	GENENTECH INC	05/29/2002	03/27/2009	522,500.00	99,829.90	422,670.10	0.00
9000 0000	369604103	GENERAL ELECTRIC CO COM	10/15/2004	06/30/2009	104,577.30	303,030.00	-198,452.70	0 00
500 0000	450911102	ITT CORPORATION	10/15/2004	06/30/2009	22,043.43	20,027.03	2,016.40	0.00

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Stmt 11 (1/2)

2009 Tax Information Statement

Payer's Name and Address
DEUTSCHE BANK TRUST CO. AMERICA
280 PARK AVENUE
NEW YORK, NY 10017

Account Number: 285827
Recipient's Tax ID number: XX-XXX5263
Payer's Federal ID number: 13-4941247
Questions? (212)454-2379

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
GOULD FAMILY FOUNDATION
C/O BAKER & MCKENZIE LLP
1114 AVE OF THE AMERICAS
NEW YORK, NY 10036-7703

Book

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
3700.0000	552715104	MEMC ELECTRONIC MATLS INC.	10/24/2007	06/30/2009	65,441.69	224,940.76	-159,499.07	0.00
3800.0000	629491101	NYSE EURONEXT COM	09/15/2006	06/30/2009	102,807.49	244,886.06	-142,078.57	0.00
1850.0000	742718109	PROCTER & GAMBLE CO COM	11/23/2004	06/30/2009	94,088.76	81,681.77	12,406.99	0.00
2750.0000	760759100	REPUBLIC SERVICES INC CL A	02/07/2007	06/30/2009	65,917.45	81,446.38	-15,528.93	0.00
200000.0000	912827SG3	UNITED STATES TREAS NTS	09/25/2003	05/15/2009	200,000.00	224,265.63	-24,265.63	0.00
125000.0000	912828EQ9	US T NTS DTD 12/15/2005 4.375% 12/15/2010	12/19/2005	12/22/2009	129,828.68	125,073.24	4,755.44	0.00
40000.0000	9128277B2	US TREAS NTS 5.000% 8/15/11	09/25/2003	12/14/2009	42,899.87	43,293.75	-393.88	0.00
200000.0000	931142BE2	WAL MART DTD 8/10/1999 6.875% 8/10/2009	VARIOUS	08/10/2009	200,000.00	233,683.00	-33,683.00	0.00
Total Long Term 15% Sales Reported on 1099-B					2,736,293.53	2,713,316.37	22,977.16	0.00

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Stmt 11 (2/2)

2009 Tax Information Statement

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DEUTSCHE BANK TRUST CO. AMERICA
280 PARK AVENUE
NEW YORK, NY 10017

Account Number: 285827
Recipient's Tax ID number: XX-XXX5263
Payer's Federal ID number: 13-4941247
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NEW YORK, NY 10036-7703

2009 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

Tax

OMB No. 1545-0715

Reported to the IRS are Gross Proceeds less commissions and option premiums.

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Short Term Sales Reported on 1099-B								
3000.0000	922207105	VARIAN SEMICONDUCTOR EQUIPMENT ASSOCIATES,INC.	06/30/2009	12/22/2009	108,628.10	71,833.80	36,794.30	0.00
Total Short Term Sales Reported on 1099-B					108,628.10	71,833.80	36,794.30	0.00
Long Term 15% Sales Reported on 1099-B								
1700.0000	009158106	AIR PRODUCTS & CHEMICAL INC COM	10/15/2004	06/30/2009	110,306 08	91,517 80	18,788.28	0.00
500.0000	009158106	AIR PRODUCTS & CHEMICAL INC COM	10/15/2004	12/22/2009	40,435.76	26,917.00	13,518.76	0.00
5500.0000	G02602103	AMDOCS LTD COM	06/26/2007	06/30/2009	116,898.93	217,264.85	-100,365.92	0.00
1800.0000	037833100	APPLE COMPUTER INC COM	05/04/2007	06/30/2009	255,953 41	181,548.00	74,405.41	0.00
1700.0000	075887109	BECTON DICKINSON & CO COM (**)	10/14/2002	12/22/2009	132,451.07	51,000.00	81,451 07	0.00
4350.0000	30161N101	EXELON CORPORATION	07/29/2005	06/30/2009	221,841.25	234,386.70	-12,545.45	0.00
3000.0000	302182100	EXPRESS SCRIPTS INC COM	05/04/2007	06/30/2009	204,070.05	143,472.00	60,598.05	0.00
1500.0000	30231G102	EXXON MOBIL CORPORATION	11/23/2004	06/30/2009	104,232.31	76,807.50	27,424.81	0.00
5500.0000	368710406	GENENTECH INC	05/29/2002	03/27/2009	522,500.00	103,125.00	419,375.00	0.00
9000 0000	369604103	GENERAL ELECTRIC CO COM	10/15/2004	06/30/2009	104,577.30	303,030.00	-198,452.70	0.00
500.0000	450911102	ITT CORPORATION	10/15/2004	06/30/2009	22,043.43	20,027.03	2,016.40	0.00

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Stmt 12 (1/2)

2009 Tax Information Statement

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280 PARK AVENUE
NEW YORK, NY 10017

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Tax

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3800.0000	629491101	NYSE EURONEXT COM	09/15/2006	06/30/2009	102,807.49	244,886.06	-142,078 57	0.00
1850.0000	742718109	PROCTER & GAMBLE CO COM	11/23/2004	06/30/2009	94,088.76	81,681.77	12,406.99	0.00
2750.0000	760759100	REPUBLIC SERVICES INC CL A	02/07/2007	06/30/2009	65,917.45	81,446.38	-15,528 93	0.00
200000 0000	9128275G3	UNITED STATES TREAS NTS	09/25/2003	05/15/2009	200,000.00	224,265.63	-24,265.63	0.00
125000.0000	912828EQ9	US T NTS DTD 12/15/2005 4.375% 12/15/2010	12/19/2005	12/22/2009	129,828.68	125,073.24	4,755.44	0.00
40000.0000	9128277B2	US TREAS NTS 5.000% 8/15/11	09/25/2003	12/14/2009	42,899.87	43,293.75	-393 88	0.00
200000.0000	931142BE2	WAL MART DTD 8/10/1999 6.875% 8/10/2009	VARIOUS	08/10/2009	200,000.00	233,683.00	-33,683.00	0 00
Total Long Term 15% Sales Reported on 1099-B					2,736,293.53	2,708,366.47	27,927.06	0.00

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Stmt 12 (2/2)

Federal Statements

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
NONE	$
Total	$ 0

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NONE	$
Total	$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
LETTER

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
NONE