SEP 3 0 2010

ENVELOPE POSTMARK DATE

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
F. A. & J. H. HARRINGTON FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
370 MAIN STREET, 12TH FLOOR

City or town, state, and ZIP code
WORCESTER, MA 01608

A Employer identification number 04-6125088

B Telephone number (508)459-8000

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: [X] 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)* ▶$ 11,015,305.

J Accounting method: [X] 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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10,809.	10,809.		STATEMENT 1
	4 Dividends and interest from securities	190,430.	178,104.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,799,459.			
	b Gross sales price for all assets on line 6a 6,279,916.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1,396.	1,396.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	-1,596,824.	190,309.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	42,000.	21,000.		21,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	108,000.	54,000.		54,000.
	b Accounting fees STMT 5	5,485.	5,485.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 6	26,389.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	342.	0.		342.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	182,216.	80,485.		75,342.
	25 Contributions, gifts, grants paid	498,000.			498,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	680,216.	80,485.		573,342.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-2,277,040.			
	b **Net investment income** (if negative, enter -0-)		109,824.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
OCT 0 5 2010
OGDEN, UT
IRS-OSC

SCANNED NOV 1 0 2010

914
X

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	44,636.	65,074.	65,074.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	8,852,686.	6,550,512.	9,786,603.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	1,135,370.	1,303,370.	1,163,628.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	10,032,692.	7,918,956.	11,015,305.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	717,000.	230,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	717,000.	230,000.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	9,580,951.	9,315,692.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-265,259.	-1,626,736.	
	30 **Total net assets or fund balances**	9,315,692.	7,688,956.	
	31 **Total liabilities and net assets/fund balances**	10,032,692.	7,918,956.	

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	9,315,692.
2	Enter amount from Part I, line 27a	2	-2,277,040.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	655,000.
4	Add lines 1, 2, and 3	4	7,693,652.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	4,696.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,688,956.

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	FTW & CO - S/T	P		
b	FTW & CO - L/T	P		
c	MORGAN STANLEY - S/T	P		
d	MORGAN STANLEY - L/T	P		
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	869,179.		843,088.	26,091.
b	1,960,541.		2,323,511.	-362,970.
c	86,062.		87,634.	-1,572.
d	3,364,134.		4,825,142.	-1,461,008.
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				26,091.
b				-362,970.
c				-1,572.
d				-1,461,008.
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 -1,799,459.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	763,177.	12,967,607.	.058853
2007	736,569.	14,728,822.	.050009
2006	748,176.	14,222,785.	.052604
2005	712,451.	13,428,481.	.053055
2004	618,418.	13,098,658.	.047212

2	Total of line 1, column (d)	2	.261733
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	.052347
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	9,687,933.
5	Multiply line 4 by line 3	5	507,134.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,098.
7	Add lines 5 and 6	7	508,232.
8	Enter qualifying distributions from Part XII, line 4	8	573,342.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	1,098.
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	1,098.
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	1,098.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	12,119.		
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	12,119.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	11,021.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶		11,021. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			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 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 ▶ FLETCHER, TILTON & WHIPPLE PC Telephone no. ▶ (508)459-8000

Located at ▶ 370 MAIN STREET, 12TH FLOOR, WORCESTER, MA ZIP+4 ▶ 01608

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

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

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
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)?		1b		X
	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?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, 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)? N/A | 5b |

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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

If "Yes" to 6b, file Form 8870.

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRANCIS A. HARRINGTON, JR. 786 HEMENWAY STREET MARLBORO, MA 01752	TRUSTEE 0.50	14,000.	0.	0.
JAMES H. HARRINGTON 4 RUTLAND CIRCLE WORCESTER, MA 01609	TRUSTEE 0.50	14,000.	0.	0.
PHYLLIS HARRINGTON 4 RUTLAND CIRCLE WORCESTER, MA 01609	TRUSTEE 0.50	14,000.	0.	0.
SUMNER B. TILTON, JR. 370 MAIN STREET, 12TH FLOOR WORCESTER, MA 01608	TRUSTEE 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
FLETCHER, TILTON & WHIPPLE, P.C. - 370 MAIN STREET, 12TH FLOOR, WORCESTER, MA 01608	LEGAL AND ADMINISTRATIVE	108,000.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

923561
02-02-10

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	9,402,873.
b	Average of monthly cash balances		1b	432,592.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	9,835,465.
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	9,835,465.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	147,532.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	9,687,933.
6	**Minimum investment return.** Enter 5% of line 5		6	484,397.

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	484,397.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 1,098.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b 13,183.		
c	Add lines 2a and 2b		2c	14,281.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	470,116.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	470,116.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	470,116.

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	573,342.
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	573,342.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,098.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	572,244.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				470,116.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ___, ___, ___		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005 51,845.				
c From 2006 44,935.				
d From 2007 56,880.				
e From 2008 121,693.				
f **Total** of lines 3a through e	275,353.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 573,342.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				470,116.
e Remaining amount distributed out of corpus	103,226.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	378,579.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	378,579.			
10 Analysis of line 9:				
a Excess from 2005 51,845.				
b Excess from 2006 44,935.				
c Excess from 2007 56,880.				
d Excess from 2008 121,693.				
e Excess from 2009 103,226.				

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

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

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

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

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

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:

SEE STATEMENT 12

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE SCHEDULE ATTACHED	NONE	PUBLIC	VARIOUS	498,000.
Total			▶ 3a	498,000.
b Approved for future payment				
SEE ATTACHED SCHEDULE	NONE	PUBLIC	VARIOUS	230,000.
Total			▶ 3b	230,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	10,809.	
4 Dividends and interest from securities			14	190,430.	
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			01	1,396.	
8 Gain or (loss) from sales of assets other than inventory			18	-1,799,459.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		-1,596,824.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -1,596,824.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

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 of officer or trustee — Date 9/27/10 — Title TRUSTEE

Paid Preparer's Use Only

Preparer's signature Sandra Zdonczyk	Date 09/20/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	FLETCHER, TILTON & WHIPPLE, P.C. 370 MAIN STREET, SUITE 1250 WORCESTER, MA 01608-1779	EIN Phone no. (508)459-8000

923622
02-02-10

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization F. A. & J. H. HARRINGTON FOUNDATION		Employer identification number 04-6125088
	Number, street, and room or suite no. If a P.O box, see instructions. 370 MAIN STREET, 12TH FLOOR		For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WORCESTER, MA 01608		

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ FLETCHER, TILTON & WHIPPLE PC 370 MAIN STREET, 12TH FLOOR, WORCESTER, MA - 01608

Telephone No ▶ (508)459-8000 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010.

5 For calendar year 2009, or other tax year beginning ______, and ending ______

6 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO FILE AN ACCURATE AND COMPLETE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 1,095.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 12,119.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Sandra Janczyk Title ▶ EA Date ▶ 7-28-10

923832
05-26-09

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FTW & CO	10,418.
FTW & CO - US OBLIGATIONS	386.
MORGAN STANLEY	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	10,809.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY	20,459.	0.	20,459.
STATE STREET BANK - DIV	157,645.	0.	157,645.
STATE STREET BANK - NON-TAX DIV	12,326.	0.	12,326.
TOTAL TO FM 990-PF, PART I, LN 4	190,430.	0.	190,430.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CITIBANK	126.	126.	
IRS TAX REFUND	907.	907.	
PUTNUM SETTLEMENT FUND	363.	363.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,396.	1,396.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FLETCHER, TILTON & WHIPPLE	108,000.	54,000.		54,000.
TO FM 990-PF, PG 1, LN 16A	108,000.	54,000.		54,000.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE STREET BANK	5,485.	5,485.		0.
TO FORM 990-PF, PG 1, LN 16B	5,485.	5,485.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX BALANCE DUE	25,911.	0.		0.
FOREIGN TAXES	478.	0.		0.
TO FORM 990-PF, PG 1, LN 18	26,389.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMONWEALTH OF MASSACHUSETTS PC	125.	0.		125.
OFFICE EXPENSE	217.	0.		217.
TO FORM 990-PF, PG 1, LN 23	342.	0.		342.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
DECREASE IN GRANTS PAYABLE	487,000.
ALTERNATIVE INVESTMENT PARTNERS CHANGE IN CAPITAL ACCOUNT CURRENT AND PRIOR	168,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	655,000.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
MORGAN STANLEY MUTUAL FUND BASIS ADJUSTMENTS	4,696.
TOTAL TO FORM 990-PF, PART III, LINE 5	4,696.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATE STREET BANK EQUITIES	5,597,925.	8,465,899.
STATE STREET BANK MUTUAL FUNDS	0.	0.
STATE STREET BANK CORP BONDS	200,333.	214,199.
MORGAN STANLEY MUTUAL FUNDS	0.	0.
SSB EQUITY FUNDS	752,254.	1,106,505.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,550,512.	9,786,603.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY AIPABSR	COST	1,303,370.	1,163,628.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,303,370.	1,163,628.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SUMNER B. TILTON, JR., 370 MAIN STREET, 12TH FLOOR, WORCESTER, MA 01608

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

A PROPOSAL SHOULD BE IN LETTER FORM AND SHOULD INCLUDE THE GOALS & OBJECTIVES OF THE REQUEST TOGETHER WITH A PLAN FOR ACCOMPLISHING THE SAME. IT SHOULD INCLUDE PROJECT BUDGET AND EVIDENCE OF 501(C)(3) TAX EXEMPT STATUS.

ANY SUBMISSION DEADLINES

ALL REQUESTS SHOULD BE MAILED PRIOR TO JUNE 1ST.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION PROVIDES GRANTS TO HEALTH, EDUCATIONAL AND CULTURAL ORGANIZATIONS THAT ARE EXEMPT UNDER SECTION 501(C)(3) OF THE IRC AND ARE BASED IN THE WORCESTER AREA. IT DOES NOT MAKE HUMAN SERVICE GRANTS OR PROVIDE INDIVIDUAL SCHOLARSHIP ASSISTANCE.

2009 Tax Infor. ıtion Statement

Account Number: 36210010
Recipient's Tax ID number: 04-6125088
Payer's Federal ID number: 26-3619428
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
FRANCIS & JACQUELYN
HARRINGTON FDN
370 MAIN STREET - 12TH FLOOR
WORCESTER , MA 01608

Payer's Name and Address
FLETCHER, TILTON & WHIPPLE & CO
370 MAIN STREET, 12TH FLOOR
WORCESTER, MA 01608

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								
14000.0000	26864810	EMC CORP COM	05/27/2009	08/25/2009	211,534.65	172,478.60	39,056.05	0.00
3500.0000	302571104	FPL GROUP INC COM	05/27/2009	12/03/2009	186,184.35	192,332.00	-6,147.65	0 00
6786.3670	54348728	NATIXIS LOOMIS SAYLES STRATEGIC INC FUND CLASS A	VARIOUS	05/18/2009	77,296.72	78,632.26	-1,335.54	0.00
5000.0000	86366710	STRYKER CORP	05/26/2009	06/17/2009	195,732.96	193,804.00	1,928.96	0.00
8100.0000	87182910	SYSCO CORP	05/26/2009	06/17/2009	188,480.52	191,120.31	-2,639.79	0.00
670.9580	92828N71	VIRTUS MID CAP VALUE FUND CLASS C	06/20/2008	05/18/2009	9,950.31	14,720.82	-4,770.51	0.00
Total Short Term Sales Reported on 1099-B					**869,179.51**	**843,087.99**	**26,091.52**	**0.00**
Long Term 15% Sales Reported on 1099-B								
6000.0000	05562210	BP PLC SPONSORED ADR	06/24/1992	05/15/2009	271,973.00	82,455.40	189,517.60	0.00
5000.0000	17296710	CITIGROUP INC	01/19/2000	04/03/2009	13,599.92	211,748.50	-198,148.58	0 00
5000.0000	17296710	CITIGROUP INC	01/19/2000	05/15/2009	17,083.05	211,748.49	-194,665.44	0.00
83053.6670	54348728	NATIXIS LOOMIS SAYLES STRATEGIC INC FUND CLASS A	VARIOUS	05/18/2009	945,981.27	1,178,941 81	-232,960.54	0.00
6000.0000	71708110	PFIZER INC	03/14/1985	05/15/2009	89,217.69	10,130.31	79,087.38	0.00
9000.0000	80660510	SCHERING PLOUGH CORP	08/21/1991	05/15/2009	210,469.47	61,702.51	148,766.96	0.00
27796.1020	92828N71	VIRTUS MID CAP VALUE FUND CLASS C	VARIOUS	05/18/2009	412,216.19	566,784.16	-154,567.97	0.00
Total Long Term 15% Sales Reported on 1099-B					**1,960,540.59**	**2,323,511.18**	**-362,970.59**	**0.00**

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

REALIZED GAIN/(LOSS) SUMMARY

This Gain and Loss Summary is provided for informational purposes only. It is important that you consult with a professional tax advisor regarding your individual tax situation, as Morgan Stanley Smith Barney LLC ("Morgan Stanley Smith Barney") cannot provide you with tax advice. Although Morgan Stanley Smith Barney is providing this information as an additional service, we do not guarantee that it is sufficient for tax reporting purposes, and are not liable for your reliance upon or use of this information. The Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form), has not been supplied to the IRS and should not be filed with your taxes.

If cost basis information is not available, gain or (loss) will not be reflected on this Summary. For securities not purchased through Morgan Stanley Smith Barney, including securities purchased elsewhere and later transferred to Morgan Stanley Smith Barney, cost basis information may not be provided. To correct any information supplied by Morgan Stanley Smith Barney, please inform your Financial Advisor. To add cost basis information, you may either inform your Financial Advisor or input the data directly yourself through our client-only Web site, ClientServ. Morgan Stanley Smith Barney will adjust cost basis as appropriate in accordance with tax laws. However, Morgan Stanley Smith Barney does not adjust for all events and you should contact your tax advisor to determine the appropriate information to be used in the preparation of your tax return.

Short Term

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
LEGG MASON PTNRS CORE BD A	TRBAX	477.927	05/30/2008	05/14/2009	$4,922.63	$5,338.44	$(415.81)
LEGG MASON PTNRS CORE BD A	TRBAX	444.538	06/30/2008	05/14/2009	$4,578.72	$4,885 47	$(306 75)
LEGG MASON PTNRS CORE BD A	TRBAX	488.132	07/31/2008	05/14/2009	$5,027.74	$5,237.66	$(209 92)
LEGG MASON PTNRS CORE BD A	TRBAX	531 023	08/29/2008	05/14/2009	$5,469 52	$5,719.12	$(249 60)
LEGG MASON PTNRS CORE BD A	TRBAX	511 132	09/30/2008	05/14/2009	$5,264 64	$5,269 77	$(5 13)
LEGG MASON PTNRS CORE BD A	TRBAX	545 213	10/31/2008	05/14/2009	$5,615.67	$5,326.73	$288 94
LEGG MASON PTNRS CORE BD A	TRBAX	512 670	11/28/2008	05/14/2009	$5,280.48	$4,957 52	$322 96
LEGG MASON PTNRS CORE BD A	TRBAX	470.881	12/12/2008	05/14/2009	$4,850.06	$4,591 09	$258.97
LEGG MASON PTNRS CORE BD A	TRBAX	541.652	12/31/2008	05/14/2009	$5,578.99	$5,465.27	$113.72
LEGG MASON PTNRS CORE BD A	TRBAX	374.448	01/30/2009	05/14/2009	$3,856.80	$3,770 69	$86 11
LEGG MASON PTNRS CORE BD A	TRBAX	416.349	02/27/2009	05/14/2009	$4,288.38	$4,096.87	$191.51
LEGG MASON PTNRS CORE BD A	TRBAX	487.446	03/31/2009	05/14/2009	$5,020.67	$4,874 46	$146.21
LEGG MASON PTNRS CORE BD A	TRBAX	486.176	04/30/2009	05/14/2009	$5,007 97	$4,934.69	$73.28
MUNDER MID CAP CORE GROWTH C	MGOTX	9.514	12/29/2008	05/14/2009	$154 42	$143.94	$10.48
VIRTUS ALTERN DIVERSIFIER A	PDPAX	456.095	06/26/2008	05/14/2009	$3,726 26	$5,491 38	$(1,765 12)
VIRTUS ALTERN DIVERSIFIER A	PDPAX	612.483	12/29/2008	05/14/2009	$5,004.26	$4,905.99	$98.27
VIRTUS FOREIGN OPPORT A	JVIAX	38.301	12/22/2008	05/14/2009	$610.13	$620 47	$(10.34)
VIRTUS FOREIGN OPPORT A	JVIAX	741.035	12/22/2008	05/14/2009	$11,804.86	$12,004.77	$(199.91)
Total Short Term					**$86,062.20**		**$(1,572.13)**

CONTINUED ON NEXT PAGE

REALIZED GAIN/(LOSS) SUMMARY (continued)

Long Term

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
LEGG MASON PTNRS CORE BD A	TRBAX	129,198.514	05/30/2007	05/14/2009	$1,330,739 53	$1,499,999 92	$(169,260.39)
LEGG MASON PTNRS CORE BD A	TRBAX	461.645	06/29/2007	05/14/2009	$4,754.93	$5,299 69	$(544 76)
LEGG MASON PTNRS CORE BD A	TRBAX	502.276	07/31/2007	05/14/2009	$5,173.42	$5,776.17	$(602 75)
LEGG MASON PTNRS CORE BD A	TRBAX	569 533	08/31/2007	05/14/2009	$5,866.17	$6,555 32	$(689.15)
LEGG MASON PTNRS CORE BD A	TRBAX	454.373	09/28/2007	05/14/2009	$4,680 02	$5,252.55	$(572 53)
LEGG MASON PTNRS CORE BD A	TRBAX	506.649	10/31/2007	05/14/2009	$5,218.46	$5,882.20	$(663 74)
LEGG MASON PTNRS CORE BD A	TRBAX	536 680	11/30/2007	05/14/2009	$5,527.78	$6,263.04	$(735.26)
LEGG MASON PTNRS CORE BD A	TRBAX	499 927	12/31/2007	05/14/2009	$5,149.23	$5,804.15	$(654.92)
LEGG MASON PTNRS CORE BD A	TRBAX	497.599	01/31/2008	05/14/2009	$5,125.25	$5,831.86	$(706 61)
LEGG MASON PTNRS CORE BD A	TRBAX	468.353	02/29/2008	05/14/2009	$4,824.02	$5,400 11	$(576.09)
LEGG MASON PTNRS CORE BD A	TRBAX	448.547	03/31/2008	05/14/2009	$4,620.02	$5,046.15	$(426.13)
LEGG MASON PTNRS CORE BD A	TRBAX	423.295	04/30/2008	05/14/2009	$4,359.92	$4,770.54	$(410.62)
MUNDER MID CAP CORE GROWTH C	MGOTX	5,389.678	05/30/2007	05/14/2009	$87,469.30	$149,999.97	$(62,530.67)
MUNDER MID CAP CORE GROWTH C	MGOTX	83 264	12/27/2007	05/14/2009	$1,351.29	$2,383.85	$(1,032.56)
THORNBURG CORE GRW C	TCGCX	24,141.349	05/30/2007	05/14/2009	$253,961.68	$449,999.82	$(196,038.14)
THORNBURG CORE GRW C	TCGCX	14.871	11/19/2007	05/14/2009	$156.50	$274.97	$(118.47)
VIRTUS ALTERN DIVERSIFIER A	PDPAX	67,624.239	05/30/2007	05/14/2009	$552,484.62	$799,999.48	$(247,514.86)
VIRTUS ALTERN DIVERSIFIER A	PDPAX	273.109	06/25/2007	05/14/2009	$2,231.28	$3,110.71	$(879.43)
VIRTUS ALTERN DIVERSIFIER A	PDPAX	34 759	09/26/2007	05/14/2009	$283 98	$407.38	$(123 40)
VIRTUS ALTERN DIVERSIFIER A	PDPAX	40.553	09/26/2007	05/14/2009	$331.31	$475.28	$(143.97)
VIRTUS ALTERN DIVERSIFIER A	PDPAX	324.424	09/26/2007	05/14/2009	$2,650.52	$3,802 25	$(1,151.73)
VIRTUS ALTERN DIVERSIFIER A	PDPAX	345 226	12/26/2007	05/14/2009	$2,820.47	$4,097.83	$(1,277.36)
VIRTUS FOREIGN OPPORT A	JVIAX	65,693 239	05/30/2007	05/14/2009	$1,046,488.04	$1,799,999.35	$(753,511.31)
VIRTUS FOREIGN OPPORT A	JVIAX	143.765	06/21/2007	05/14/2009	$2,290.16	$3,875 90	$(1,585.74)
VIRTUS FOREIGN OPPORT A	JVIAX	24.367	06/21/2007	05/14/2009	$388.16	$656.93	$(268.77)
VIRTUS FOREIGN OPPORT A	JVIAX	63 354	06/21/2007	05/14/2009	$1,009.22	$1,708 02	$(698 80)
VIRTUS FOREIGN OPPORT A	JVIAX	502 564	12/20/2007	05/14/2009	$8,005.80	$14,061.74	$(6,055.94)
VIRTUS FOREIGN OPPORT A	JVIAX	620 135	12/20/2007	05/14/2009	$9,878.70	$17,351.39	$(7,472.69)
VIRTUS FOREIGN OPPORT A	JVIAX	395.124	12/20/2007	05/14/2009	$6,294.29	$11,055.58	$(4,761.29)
Total Long Term					**$3,364,134.07**		**$(1,461,008.08)**
Total Short And Long Term					**$3,450,196.27**	4825142	**$(1,462,580.21)**

The "Total Cost" for Unit Trusts, Mortgage-Backed Securities, and Zero Coupon Bonds have been adjusted to reflect any partial return of principal or capital that may have been paid to you, or accreted interest earned, since your purchase date. In the event that the accumulated total return of principal or capital is greater than the provided original costs, the adjusted cost will be "0.00".

Harrington Foundation – Tax Report Request 01/25/10

Pledges Paid - 2009

Organization Legal Name	Project Title	Request ID	Payment Amount	Payment Check Number	Payment Date

2009

Harrington Foundation, Francis A. & Jacquelyn H.

Organization Legal Name	Project Title	Request ID	Payment Amount	Payment Check Number	Payment Date
Amencan Antiquanan Society	Usual Annual	3221929	$1,000 00	10950	12/10/09
Assumption College	Centennial Campaign/Honors Program	1522813	$10,000 00	10951	12/10/09
Becker College	Renovations to Borger Academic Center	1937249	$10,000 00	10952	12/10/09
Boothbay Railway Village Museum	Operating - Usual Annual	3267840	$5,000 00	10953	12/10/09
Boys and Girls Club of Worcester	Gardner/Hammond Project	724882	$50,000 00	10954	12/10/09
Clark University	Athletic Field - Gardner/Hammond Project	1605101	$50,000 00	10955	12/10/09
Eagle Hill School	Cultural Center	1428544	$5,000 00	10956	12/10/09
Higgins Armory Museum	Capital Campaign	1341536	$10,000 00	10957	12/10/09
Main South Community Development Corporation	Arts District Partnership	756022	$2,000 00	10958	12/10/09
Quinsigamond Community College Foundation	North Wing project	815964	$100,000 00	11001	12/11/09
Quinsigamond Community College Foundation	North Wing project	815964	$100,000 00	10959	12/10/09
Saint John's High School	Endowment for Nativity School Students	2527235	$10,000 00	10960	12/10/09
The Hanover Theatre for the Performing Arts	Grand Palace Theatre Project	1522806	$30,000 00	10964	12/10/09
Tower Hill Botanic Garden	Development/Expansion Project	1222074	$15,000 00	10961	12/10/09
UMass Memonal Foundation	renovation of the emergency dept	972201	$40,000 00	10962	12/10/09
VNA Care Network, Inc	Renovation of Rose Monahan Hospice Home	1585310	$10,000 00	10963	12/10/09
Worcester Regional Research Bureau, Inc	Usual Annual - Research & Education	3044310	$5,000 00	10965	12/10/09
Worcester State Foundation, Inc	Library Support	974874	$15,000 00	10966	12/10/09
YMCA of Central Massachusetts	Capital Development Initiative	1377656	$30,000 00	10967	12/10/09

Harrington Foundation, Francis A. & Jacquelyn H. Payment Amount Total:	**$498,000.00**
Harrington Foundation, Francis A. & Jacquelyn H. Count:	**19**
2009 Payment Amount Total:	**$498,000.00**
2009 Count:	**19**
Payment Amount Total:	**$498,000.00**
Report Count:	**19**

{Client Files/03110/0109/00539918 RTF }

Data contained in this report was filtered on Request Disposition of 'Approved', Payment Status of 'Paid', Budget Year of '2009', Proposal Type of 'Harrington Foundation, Francis A. & Jacquelyn H '

Harrington Foundation – Tax Report Request 01/25/10

Multi-Year Payments By Completion Status, Organization

Grant-Amount -- Project Title	Payment Status	Scheduled/ Payment Date	Payment Type	Request Owner	Payment Notes	Payment Amount
Outstanding Multi-Year Grants						
ASSUMPTION COLLEGE						
$50,000.00 - Centennial Campaign/Honors Program					**Request ID:**	1522813
Funding Principle: (None)					**Request Date:**	06/28/06
	Paid	12/15/06	Check	kbrady	(none)	$10,000 00
	Paid	12/05/07	Check	kbrady	(none)	$10,000 00
	Paid	12/08/08	Check	kbrady	(none)	$10,000 00
	Paid	12/10/09	Check	kbrady	(none)	$10,000 00
	Scheduled	12/15/10	Check	kbrady	(none)	$10,000 00
					Centennial Campaign/Honors Program Total:	**$50,000.00**
					Centennial Campaign/Honors Program Paid:	**$40,000.00**
					Centennial Campaign/Honors Program Outstanding Balance:	**$10,000.00**
					ASSUMPTION COLLEGE Total:	**$50,000.00**
					ASSUMPTION COLLEGE Paid:	**$40,000.00**
					ASSUMPTION COLLEGE Outstanding Balance:	**$10,000.00**
CLARK UNIVERSITY						
$275,000.00 - Athletic Field - Gardner/Hammond Project					**Request ID:**	1605101
Funding Principle: (None)					**Request Date:**	09/26/06
	Paid	12/15/06	Check	kbrady	(none)	$25,000 00
	Paid	12/05/07	Check	kbrady	(none)	$50,000 00
	Paid	12/08/08	Check	kbrady	(none)	$50,000 00
	Paid	12/10/09	Check	kbrady	(none)	$50,000 00
	Scheduled	12/15/10	Check	kbrady	(none)	$50,000 00
	Scheduled	12/15/11	Check	kbrady	(none)	$50,000 00
					Athletic Field - Gardner/Hammond Project Total:	**$275,000.00**
					Athletic Field - Gardner/Hammond Project Paid:	**$175,000.00**
					Athletic Field - Gardner/Hammond Project Outstanding Balance:	**$100,000.00**
					CLARK UNIVERSITY Total:	**$275,000.00**
					CLARK UNIVERSITY Paid:	**$175,000.00**
					CLARK UNIVERSITY Outstanding Balance:	**$100,000.00**
HIGGINS ARMORY MUSEUM						
$50,000.00 - Capital Campaign					**Request ID:**	1341536
Funding Principle: (None)					**Request Date:**	01/04/06
	Paid	12/15/06	Check	kbrady	(none)	$10,000 00
	Paid	12/05/07	Check	kbrady	(none)	$10,000 00
	Paid	12/08/08	Check	kbrady	(none)	$10,000 00
	Paid	12/10/09	Check	kbrady	(none)	$10,000 00
	Scheduled	12/15/10	Check	kbrady	(none)	$10,000 00
					Capital Campaign Total:	**$50,000.00**
					Capital Campaign Paid:	**$40,000.00**
					Capital Campaign Outstanding Balance:	**$10,000.00**
					HIGGINS ARMORY MUSEUM Total:	**$50,000.00**
					HIGGINS ARMORY MUSEUM Paid:	**$40,000.00**
					HIGGINS ARMORY MUSEUM Outstanding Balance:	**$10,000.00**

Grant Amount - Project Title	Payment Status	Scheduled/ Payment Date	Payment Type	Request Owner	Payment Notes	Payment Amount
Outstanding Multi-Year Grants (continued)						
THE HANOVER THEATRE FOR THE PERFORMING ARTS						
$150,000.00 - Grand Palace Theatre Project					**Request ID:**	1522806
Funding Principle: (None)					**Request Date:**	06/27/06
	Paid	12/15/06	Check	kbrady	(none)	$30,000 00
	Paid	12/05/07	Check	kbrady	(none)	$30,000 00
	Paid	12/08/08	Check	kbrady	(none)	$30,000 00
	Paid	12/10/09	Check	kbrady	(none)	$30,000 00
	Scheduled	12/15/10	Check	kbrady	(none)	$30,000 00
					Grand Palace Theatre Project Total:	**$150,000.00**
					Grand Palace Theatre Project Paid:	**$120,000.00**
					Grand Palace Theatre Project Outstanding Balance:	**$30,000.00**
					THE HANOVER THEATRE FOR THE PERFORMING ARTS Total:	**$150,000.00**
					THE HANOVER THEATRE FOR THE PERFORMING ARTS Paid:	**$120,000.00**
					THE HANOVER THEATRE FOR THE PERFORMING ARTS Outstanding Balance:	**$30,000.00**
UMASS MEMORIAL FOUNDATION						
$200,000.00 - renovation of the emergency dept					**Request ID:**	972201
Funding Principle: (None)					**Request Date:**	04/27/05
	Paid	12/15/06	Check	kbrady	(none)	$40,000 00
	Paid	12/05/07	Check	kbrady	(none)	$40,000 00
	Paid	12/08/08	Check	kbrady	(none)	$40,000 00
	Paid	12/10/09	Check	kbrady	(none)	$40,000 00
	Scheduled	12/15/10	Check	kbrady	(none)	$40,000 00
					renovation of the emergency dept Total:	**$200,000.00**
					renovation of the emergency dept Paid:	**$160,000.00**
					renovation of the emergency dept Outstanding Balance:	**$40,000.00**
					UMASS MEMORIAL FOUNDATION Total:	**$200,000.00**
					UMASS MEMORIAL FOUNDATION Paid:	**$160,000.00**
					UMASS MEMORIAL FOUNDATION Outstanding Balance:	**$40,000.00**
VNA CARE NETWORK, INC.						
$50,000.00 - Renovation of Rose Monahan Hospice Home					**Request ID:**	1585310
Funding Principle: (None)					**Request Date:**	08/14/06
	Paid	12/15/06	Check	kbrady	(none)	$10,000 00
	Paid	12/05/07	Check	kbrady	(none)	$10,000 00
	Paid	12/08/08	Check	kbrady	(none)	$10,000 00
	Paid	12/10/09	Check	kbrady	(none)	$10,000 00
	Scheduled	12/15/10	Check	kbrady	(none)	$10,000 00
					Renovation of Rose Monahan Hospice Home Total:	**$50,000.00**
					Renovation of Rose Monahan Hospice Home Paid:	**$40,000.00**
					Renovation of Rose Monahan Hospice Home Outstanding Balance:	**$10,000.00**
					VNA CARE NETWORK, INC. Total:	**$50,000.00**
					VNA CARE NETWORK, INC. Paid:	**$40,000.00**
					VNA CARE NETWORK, INC. Outstanding Balance:	**$10,000.00**

Harrington Foundation – Tax Report Request 01/25/10

Multi-Year Payments By Completion Status, Organization

Grant Amount - Project Title	Payment Status	Scheduled/ Payment Date	Payment Type	Request Owner	Payment Notes	Payment Amount
Outstanding Multi-Year Grants (continued)						
YMCA OF CENTRAL MASSACHUSETTS						
$150,000.00 - Capital Development Initiative					**Request ID:**	1377656
Funding Principle: (None)					**Request Date:**	02/27/06
	Paid	12/15/06	Check	kbrady	(none)	$30,000 00
	Paid	12/05/07	Check	kbrady	(none)	$30,000 00
	Paid	12/08/08	Check	kbrady	(none)	$30,000 00
	Paid	12/10/09	Check	kbrady	(none)	$30,000 00
	Scheduled	12/15/10	Check	kbrady	(none)	$30,000 00
					Capital Development Initiative Total:	**$150,000.00**
					Capital Development Initiative Paid:	**$120,000.00**
					Capital Development Initiative Outstanding Balance:	**$30,000.00**
					YMCA OF CENTRAL MASSACHUSETTS Total:	**$150,000.00**
					YMCA OF CENTRAL MASSACHUSETTS Paid:	**$120,000.00**
					YMCA OF CENTRAL MASSACHUSETTS Outstanding Balance:	**$30,000.00**
					Outstanding Multi-Year Grants Total:	**$925,000.00**
					Outstanding Multi-Year Grants Paid:	**$695,000.00**
					Outstanding Multi-Year Grants Outstanding Balance:	**$230,000.00**
					Report Total:	**$925,000.00**
					Report Paid:	**$695,000.00**
					Report Outstanding Balance:	**$230,000.00**

MorganStanley SmithBarney

Holdings

SUMNER B TILTON TTEE
FRANCISA& JACQUELYN HARRINGTON FND

The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the period shown above which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Disclosures section at the end of this statement.
Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate.
If you hold structured products, please refer to the Special Considerations Regarding Structured Products section of the Disclosure section.
Gain / loss information is provided for informational purposes only and should not be used for tax preparation. Please refer to the gain / loss section of the disclosures for important information about gain / loss reporting.

CASH, DEPOSITS AND MONEY MARKET FUNDS

Description	Value		Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
MORGAN STANLEY BANK N.A. #	$2,786.19	#1	$6.00	—	0.200

	Percentage of Assets %	Market Value	Estimated Annual Income Accrued Income
TOTAL CASH, DEPOSITS AND MONEY MARKET FUNDS	0.2%	$2,786.19	$6.00 $0.00

 # Bank deposits are at Morgan Stanley Bank, N.A. and Morgan Stanley Trust (Members FDIC), affiliates of Morgan Stanley & Co. Incorporated and Morgan Stanley Smith Barney.
Cash holdings shown exclude cash holdings in custody at another firm for which you receive a separate statement.

OTHER

ALTERNATIVE INVESTMENTS

Security Description		Trade Date	Quantity	Total Cost	Estimated NAV	Estimated Value	Unrealized Gain/(Loss)		Valuation Date
AIP	AIPABSRT (EST.VAL)	7/1/07	1,311.292	1,303,370	981.29	$1,286,757.72	$(213,242.28)	F	11/30/09

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Income	Yield %
TOTAL OTHER	99.8%	1,303,370	$1,286,757.72	$(213,242.28) LT	$0.00 $0.00	—

Your interests in Alternative Investments may not be held at Morgan Stanley & Co. Incorporated, but may have been purchased through us, and are not covered by SIPC. The information provided to you; 1) is included solely as a service to you and certain transactions may not be reported, 2) is derived from you or another external source for which we are not responsible, 3) may not reflect actual shares, share prices or values, 4) may include invested or distributed amounts in addition to a fair value estimate, and 5) should not be relied upon for tax reporting purposes. Alternative Investments are illiquid and may not be valued daily, therefore the estimated valuation provided will be as of the most recent date available and will be included in summaries of your assets. No representation is made that the valuation is a market value or that the interest could be liquidated at this value.
For Managed Futures and alternative investments there are likely to be restrictions on redemptions; please see applicable offering document.

Account: 36210010
Report Period: From 1/1/2009 To 12/31/2009

Asset Statement

Units	Description	Ticker	Cost Basis	Unit Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Yield At Mkt
CASH & EQUIVALENTS								
Money Markets								
41,877 54	FEDERATED MONEY MKT OBLIGS TR TAX FREE OBLIGS FD-INSTL SVC SHS FUND# 397 - PRINCIPAL	TBSXX	41,877.54	1 00	41,877 54	0 00	4 19	0 01
20,210.36	FEDERATED MONEY MKT OBLIGS TR TAX FREE OBLIGS FD-INSTL SVC SHS FUND# 397 - INCOME	TBSXX	20,210.36	1 00	20,210 36	0 00	2 02	0 01
TOTAL Money Markets			**62,087.90**		**62,087.90**	**0.00**	**6.21**	**0.01**
Cash								
	Principal Cash		100 00		100 00			
	Income Cash		100 00		100 00			
	Total Cash		200 00		200 00			
TOTAL CASH & EQUIVALENTS			**62,287.90**		**62,287.90**	**0.00**	**6.21**	**0.01**
FIXED INCOME								
Corporate Obligations								
200,000	BELLSOUTH CORP DTD 09/13/2004 5 2% 09/15/2014 NT		200,333 34	107.10	214,198 60	13,865 26	10,400 00	4 86
TOTAL Corporate Obligations			**200,333.34**		**214,198.60**	**13,865.26**	**10,400.00**	**4.86**
TOTAL FIXED INCOME			**200,333.34**		**214,198.60**	**13,865.26**	**10,400.00**	**4.86**
EQUITY								
Common Stock								
Consumer Discretionary								
3,800	COSTCO WHOLESALE CORP	COST	186,552.26	59.17	224,846 00	38,293 74	2,736 00	1.22
TOTAL Consumer Discretionary			**186,552.26**		**224,846.00**	**38,293.74**	**2,736.00**	**1.22**
Consumer Staples								
4,000	COCA COLA CO	KO	188,839 60	57 00	228,000 00	39,160 40	6,560 00	2 88
5,000	ECOLAB INC	ECL	185,188 00	44.58	222,900 00	37,712 00	3,100 00	1.39
3,500	GENERAL MILLS INC COM	GIS	184,294 25	70 81	247,835 00	63,540 75	6,580 00	2 65
2,000	MONSANTO CO NEW COM	MON	171,485 00	81.75	163,500 00	(7,985.00)	2,120 00	1 30
6,000	PHILIP MORRIS INTERNATIONAL INC	PM	122,794 41	48 19	289,140 00	166,345 59	13,920 00	4 81
5,000	PROCTER & GAMBLE CO	PG	96,240 96	60.63	303,150 00	206,909 04	8,800 00	2 90
6,300	WALGREEN CO COM	WAG	193,174 38	36 72	231,336 00	38,161.62	3,465 00	1.50
TOTAL Consumer Staples			**1,142,016.60**		**1,685,861.00**	**543,844.40**	**44,545.00**	**2.64**
Energy								
3,100	DEVON ENERGY CORP	DVN	189,773 63	73.50	227,850 00	38,076 37	1,984 00	0 87
5,000	EXXON MOBIL CORP	XOM	31,517 31	68 19	340,950 00	309,432 69	8,400 00	2.46

Account: 36210010
Report Period: From 1/1/2009 To 12/31/2009

Asset Statement(Cont'd)

Units	Description	Ticker	Cost Basis	Unit Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Yield At Mkt
3,600	SCHLUMBERGER LTD	SLB	193,320.72	65 09	234,324 00	41,003.28	3,024.00	1 29
2,600	TRANSOCEAN LTD	RIG	192,575 76	82 80	215,280.00	22,704.24	0.00	0 00
TOTAL Energy			**607,187.42**		**1,018,404.00**	**411,216.58**	**13,408.00**	**1.32**
	Financial							
8,000	AMERICAN EXPRESS CO COM	AXP	195,639 20	40 52	324,160 00	128,520.80	5,760 00	1 78
5,400	JPMORGAN CHASE & CO	JPM	195,668 46	41 67	225,018 00	29,349.54	1,080 00	0.48
5,400	STANCORP FINANCIAL GROUP	SFG	147,724 56	40 02	216,108 00	68,383.44	4,320.00	2.00
1,600	STATE STREET CORP COM	STT	73,720 16	43 54	69,664.00	(4,056.16)	64.00	0.09
TOTAL Financial			**612,752.38**		**834,950.00**	**222,197.62**	**11,224.00**	**1.34**
	Health Care							
3,000	BECTON DICKINSON & CO	BDX	201,258 90	78 86	236,580 00	35,321.10	4,440 00	1 88
1,300	INTUITIVE SURGICAL INC	ISRG	190,007.74	303 43	394,459 00	204,451 26	0 00	0 00
5,600	JOHNSON & JOHNSON	JNJ	39,651 86	64 41	360,696 00	321,044 14	10,976 00	3 04
4,000	TEVA PHARMACEUTICAL INDS SPONSORED ADR	TEVA	186,563 20	56 18	224,720 00	38,156 80	2,006.88	0 89
TOTAL Health Care			**617,481.70**		**1,216,455.00**	**598,973.30**	**17,422.88**	**1.43**
	Industrials							
3,700	CLEAN HARBOR INC	CLH	191,302.95	59 61	220,557 00	29,254 05	0 00	0 00
13,500	GENERAL ELECTRIC CO COM	GE	56,504 76	15 13	204,255 00	147,750 24	5,400 00	2 64
2,600	L-3 COMMUNICATIONS HOLDINGS INC	LLL	190,406.06	86 95	226,070 00	35,663.94	3,640 00	1 61
8,000	STERICYCLE INC COM	SRCL	214,414 40	55 17	441,360 00	226,945 60	0 00	0 00
3,600	UNITED TECHNOLOGIES CORP COM	UTX	189,130.32	69 41	249,876 00	60,745 68	5,544 00	2 22
TOTAL Industrials			**841,758.49**		**1,342,118.00**	**500,359.51**	**14,584.00**	**1.09**
	Information Technology							
2,500	ADOBE SYSTEMS INC	ADBE	71,974 75	36 78	91,950 00	19,975 25	0 00	0 00
8,300	ANALOG DEVICES INC	ADI	203,188 15	31 58	262,114 00	58,925 85	6,640 00	2 53
5,200	AUTOMATIC DATA PROCESSING INC	ADP	194,687 48	42 82	222,664 00	27,976 52	7,072 00	3 18
8,000	CISCO SYSTEMS INC	CSCO	43,531.37	23 94	191,520 00	147,988 63	0 00	0 00
500	GOOGLE INC CL A	GOOG	205,205 95	619 98	309,990 00	104,784 05	0 00	0 00
5,000	HEWLETT PACKARD CO COM	HPQ	223,967 00	51 51	257,550.00	33,583.00	1,600 00	0 62
1,800	INTERNATIONAL BUSINESS MACHINES	IBM	187,936.02	130 90	235,620 00	47,683.98	3,960 00	1 68
TOTAL Information Technology			**1,130,490.72**		**1,571,408.00**	**440,917.28**	**19,272.00**	**1.23**
	Materials							
3,500	BHP BILLITON LTD SPONSORED ADR	BHP	188,860 00	76 58	268,030 00	79,170.00	5,740 00	2 14
1,500	FREEPORT-MCMORAN COPPER & GOLD-B	FCX	76,125 00	80 29	120,435 00	44,310 00	3,000 00	2 49

FRANCIS A & JACQUELYN H HARRINGTON
FOUNDATION TRUST DTD 08/11/65
SUMNER B TILTON JR, ET AL, TRUSTEES

FLETCHER, TILTON & WHIPPLE, PC
COUNSELORS AT LAW

Account: 36210010
Report Period: From 1/1/2009 To 12/31/2009

Asset Statement(Cont'd)

Units	Description	Ticker	Cost Basis	Unit Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Yield At Mkt
TOTAL Materials			**264,985.00**		**388,465.00**	**123,480.00**	**8,740.00**	**2.25**
	Utilities							
8,800	QUANTA SERVICES INC	PWR	194,699 12	20 84	183,392.00	(11,307.12)	0 00	0.00
TOTAL Utilities			**194,699.12**		**183,392.00**	**(11,307.12)**	**0.00**	**0.00**
TOTAL Common Stock			**5,597,923.69**		**8,465,899.00**	**2,867,975.31**	**131,931.88**	**1.56**
	Exchange Traded Funds							
	Equity Funds - ETF							
6,600	ISHARES S&P MIDCAP 400 GROWTH INDEX FUND	IJK	303,933 61	77.71	512,886 00	208,952.39	5,696.06	1 11
7,600	ISHARES S&P MIDCAP 400 VALUE INDEX FUND	IJJ	298,320.21	65.94	501,144 00	202,823.79	13,212.14	2.64
TOTAL Equity Funds - ETF			**602,253.82**		**1,014,030.00**	**411,776.18**	**18,908.20**	**1.86**
TOTAL Exchange Traded Funds			**602,253.82** B-2		**1,014,030.00**	**411,776.18**	**18,908.20**	**1.86**
TOTAL EQUITY			**6,200,177.51**		**9,479,929.00**	**3,279,751.49**	**150,840.08**	**1.59**
INTERNATIONAL								
	Exchange Traded Funds							
	International Equity - ETF							
7,500	EATON VANCE TAX-MANAGED GLOBAL EQUITY FUND	EXG	150,000.00	12.33	92,475.00	(57,525 00)	14,250.00	15.41
TOTAL International Equity - ETF			**150,000.00**		**92,475.00**	**(57,525.00)**	**14,250.00**	**15.41**
TOTAL Exchange Traded Funds			**150,000.00**		**92,475.00**	**(57,525.00)**	**14,250.00**	**15.41**
TOTAL INTERNATIONAL			**150,000.00** B-2		**92,475.00**	**(57,525.00)**	**14,250.00**	**15.41**
OTHER								
	Not Categorized							
1,311 2920	ABSOLUTE INVESTMENT PARTNERS ABSOLUTE RETURN		1,303,370	887.39	1,163,627.92	(336,372 08)	0 00	0 00
TOTAL Not Categorized			1,303,370		**1,163,627.92**	**(336,372.08)**	**0.00**	**0.00**
TOTAL OTHER			1,303,370		**1,163,627.92**	**(336,372.08)**	**0.00**	**0.00**
GRAND TOTAL ASSETS			7,915,170		**11,012,518.42**	**2,899,719.67**	**175,496.29**	**1.59**

B-2
602,253.82
150,000.-
752,253.82 B-2