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

2009

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

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

6 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 MERTZ GILMORE FOUNDATION		A Employer identification number 13-2872722
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (212) 475-1137
	City or town, state, and ZIP code NEW YORK, NY 10003-3694		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 101,021,755.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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	7,575,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,614,860.	1,614,860.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-5,568,859.			
	b Gross sales price for all assets on line 6a	24,139,982.			
	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				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-146,014.	-291,971.		STATEMENT 2
	12 Total. Add lines 1 through 11	3,474,987.	1,322,889.		
	13 Compensation of officers, directors, trustees, etc.	530,524.	115,432.		415,092.
	14 Other employee salaries and wages STMT D	451,626.	0.		451,626.
	15 Pension plans, employee benefits STMT D	439,374.	43,181.		396,193.
	16a Legal fees STMT 3	58,135.	5,814.		52,321.
	b Accounting fees STMT 4	40,728.	27,153.		13,575.
	c Other professional fees STMT 5	550,845.	415,042.		135,803.
	17 Interest				
	18 Taxes STMT 6	-42,426.	37,324.		0.
	19 Depreciation and depletion	141,100.	0.		
	20 Occupancy See Statement D	106,357.	7,327.		99,030.
	21 Travel, conferences, and meetings	9,807.	0.		9,807.
	22 Printing and publications				
	23 Other expenses STMT 7	96,448.	5,240.		91,208.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,382,518.	656,513.		1,664,655.
	25 Contributions, gifts, grants paid	6,066,405.			6,066,405.
	26 Total expenses and disbursements. Add lines 24 and 25	8,448,923.	656,513.		7,731,060.
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	-4,973,936.			
	b Net investment income (if negative, enter -0-)		666,376.		
	c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		50,807.	83,491.	83,491.
	2	Savings and temporary cash investments		367,829.	5,914,751.	5,914,751.
	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 9	5,995,143.	10,289,855.	12,561,179.
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis				
		Less accumulated depreciation				
	12	Investments - mortgage loans				
	13	Investments - other	STMT 10	85,185,574.	69,581,801.	80,214,547.
	14	Land, buildings, and equipment: basis	3,590,650.			
		Less accumulated depreciation	STMT 11	1,419,832.	2,170,818.	2,170,818.
	15	Other assets (describe)	STATEMENT 12)	319,373.	76,969.	76,969.
	16	Total assets (to be completed by all filers)		94,110,136.	88,117,685.	101,021,755.
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	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)		0.	0.	
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31	<input checked="" type="checkbox"/>			
	25	Unrestricted		94,110,136.	88,117,685.	
	26	Temporarily restricted				
	27	Permanently restricted				
	28	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input type="checkbox"/>			
	29	Capital stock, trust principal, or current funds				
	30	Paid-in or capital surplus, or land, bldg., and equipment fund				
	31	Retained earnings, accumulated income, endowment, or other funds				
	32	Total net assets or fund balances		94,110,136.	88,117,685.	
	33	Total liabilities and net assets/fund balances		94,110,136.	88,117,685.	

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	94,110,136.
2	Enter amount from Part I, line 27a	2	-4,973,936.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	89,136,200.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 8	5	1,018,515.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	88,117,685.

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				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 24,139,982.		29,708,841.	-5,568,859.	
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				
b				
c				
d				
e			-5,568,859.	
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 -5,568,859.
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		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		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	8,366,685.	104,648,352.	.079950
2007	8,480,154.	115,913,454.	.073159
2006	6,911,404.	106,596,446.	.064837
2005	6,823,368.	98,656,508.	.069163
2004	7,040,403.	94,536,910.	.074473
2 Total of line 1, column (d)			2 .361582
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 .072316
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 88,509,066.
5 Multiply line 4 by line 3			5 6,400,622.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,664.
7 Add lines 5 and 6			7 6,407,286.
8 Enter qualifying distributions from Part XII, line 4			8 7,851,567.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	6,664.
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	6,664.
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	6,664.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	86,463.	
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	86,463.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	79,799.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 79,799. Refunded <input type="checkbox"/>	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?		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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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.		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 SEE STATEMENT H	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NY, CA		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes" attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(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? Website address ► <u>WWW.MERTZGILMORE.ORG</u>	13	X	
14	The books are in care of ► <u>MARION WONG CAPPIELLO</u> Telephone no. ► <u>(212) 475-1137</u> Located at ► <u>218 EAST 18TH STREET, NEW YORK, NY</u> ZIP+4 ► <u>10003-3694</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15 N/A		

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

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

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

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

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

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

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

SEE STATEMENT F

☒ 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?

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

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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
SEE STATEMENT 13		530,524.	171,118.	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
CHESTERFIELD TUZO - 218 EAST 18TH STREET, NEW YORK, NY 10003	SUPERINTENDENT	74,412.	30,320.	0.
MARY PICCIONE - 218 EAST 18TH STREET, NEW YORK, NY 10003	GRANTS/SYSTEMS MGR	70,812.	32,723.	0.
SHARON TORRES - 218 EAST 18TH STREET, NEW YORK, NY 10003	ASSISTANT TO THE CHAIRMAN	54,228.	28,043.	0.
VANESSA LLANA - 218 EAST 18TH STREET, NEW YORK, NY 10003	EXECUTIVE ASSISTANT	55,600.	26,251.	0.
PAUL BENNETT - 218 EAST 18TH STREET, NEW YORK, NY 10003	ADMINISTRATIVE ASSISTANT	52,092.	21,590.	0.
Total number of other employees paid over \$50,000				3

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WELLINGTON TRUST COMPANY		
75 STATE STREET, BOSTON, MA 02109	INVESTMENT MANAGER	89,481.
SILCHESTER INTERNATIONAL INVESTORS		
780 3RD AVENUE, NEW YORK, NY 10017	INVESTMENT MANAGER	89,033.
LEAH KRAUSS		
315 WEST 70TH STREET, NEW YORK, NY 10023	CONSULTANT	67,350.
MONTICELLO ASSOCIATES		
ONE TABOR CENTER, DENVER, CO 80202	CONSULTANT	60,000.
DARUMA ASSET MANAGEMENT, INC.		
80 WEST 40TH STREET, NEW YORK, NY 10018	INVESTMENT MANAGER	56,130.
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.

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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	83,761,187.
b Average of monthly cash balances	1b	6,018,764.
c Fair market value of all other assets	1c	76,969.
d Total (add lines 1a, b, and c)	1d	89,856,920.
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	89,856,920.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,347,854.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	88,509,066.
6 Minimum investment return. Enter 5% of line 5	6	4,425,453.

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	4,425,453.
2a Tax on investment income for 2009 from Part VI, line 5	2a	6,664.
b Income tax for 2009. (This does not include the tax from Part VI.) <i>STATEMENT 6</i>	2b	250.
c Add lines 2a and 2b	2c	6,914.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	4,418,539.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	4,418,539.
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	4,418,539.

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	7,731,060.
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	120,507.
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	7,851,567.
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	6,664.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,844,903.

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.

Form 990-PF (2009)

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				4,418,539.
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				
c From 2006				
d From 2007				
e From 2008	2,069,993.			
f Total of lines 3a through e	2,069,993.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	7,851,567.			
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) **	7,575,000.			
d Applied to 2009 distributable amount				276,567.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	2,069,993.			2,069,993.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,575,000.			
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				2,071,979.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	7,575,000.			
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	0.			
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				

** SEE STATEMENT 14

Form 990-PF (2009)

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

Recipient	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
Name and address (home or business)				
a Paid during the year SEE STATEMENT B				6,066,405.
Total				▶ 3a 6,066,405.
b Approved for future payment SEE STATEMENT C				555,000.
Total				▶ 3b 555,000.

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.		

[illegible]

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		

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.			
Sign Here	Signature of officer or trustee Mario Cappiello		Date 11/15/10
	Title Asst. Treasurer Director of Finance & Admin		
Paid Preparer's Use Only	Preparer's signature Martin Berhouet	Date 11/12/10	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP code LUTZ AND CARR, CPAS LLP 300 EAST 42ND STREET NEW YORK, NY 10017		Preparer's identifying number EIN Phone no. 212-697-2299

Form 990-PF (2009)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2009

Name of the organization

Employer identification number

MERTZ GILMORE FOUNDATION

13-2872722

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

MERTZ GILMORE FOUNDATION

13-2872722

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BURROUGHS TRUST C/O BANK OF NEW YORK, 1290 AVENUE OF THE AMERICAS, 5TH FLOOR NEW YORK, NY 10104	\$ 1,475,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	TRUST U/W OF JOYCE MERTZ-GILMORE C/O BANK OF NEW YORK, 1290 AVENUE OF THE AMERICAS, 5TH FLOOR NEW YORK, NY 10104	\$ 6,100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

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	DARUMA ASSET MANAGEMENT - PUBLICLY TRADED SECURIT	P	VARIOUS	VARIOUS
b	EDGEWOOD MANAGEMENT - PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c	WELLINGTON TRUST COMPANY, NA - CTF RESEARCH EQUIT	P	VARIOUS	VARIOUS
d	SILCHESTOR INTERNATIONAL INVESTORS - INTERNATIONAL	P	VARIOUS	VARIOUS
e	HBK OFFSHORE FUND, LTD.	P	VARIOUS	VARIOUS
f	GRT TOPAZ OFFSHORE PARTNERS, LTD	P	VARIOUS	VARIOUS
g	TIFF PARTNERS I, LLC	P	VARIOUS	VARIOUS
h	CAPITAL LOSS PASSTHROUGH FROM LIMITED PARTERSHIPS	P	VARIOUS	VARIOUS
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

(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 3,337,011.		3,930,171.	-593,160.
b 1,198,870.		1,126,116.	72,754.
c 9,089,481.		12,082,887.	-2,993,406.
d 89,034.		128,722.	-39,688.
e 7,267,262.		6,589,375.	677,887.
f 2,956,754.		3,391,396.	-434,642.
g 54,473.			54,473.
h 147,097.		2,460,174.	-2,460,174.
i			147,097.
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-593,160.
b			72,754.
c			-2,993,406.
d			-39,688.
e			677,887.
f			-434,642.
g			54,473.
h			-2,460,174.
i			147,097.
j			
k			
l			
m			
n			
o			

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	-5,568,859.
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

2009 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LAND	VARIES		.000	16	500,000.			500,000.			0.
2	BUILDING & ACQUISITION	VARIES		40.00	16	869,591.			869,591.	407,620.		21,740.
3	BUILDING IMPROVEMENTS	VARIES		40.00	16	2083945.			2083945.	832,691.		92,309.
4	EQUIPMENT & FURNITURE	VARIES		5.00	16	137,114.			137,114.	38,421.		27,051.
	* TOTAL 990-PF PG 1					3590650.		0.	3590650.	1278732.	0.	141,100.
	DEPR											

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND & INTEREST INCOME	1,761,957.	147,097.	1,614,860.
TOTAL TO FM 990-PF, PART I, LN 4	1,761,957.	147,097.	1,614,860.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM LIMITED PARTNERSHIPS	-291,971.	-291,971.	
UNRELATED BUSINESS INCOME FROM LIMITED PARTNERSHIPS	-53,543.	0.	
ADMINISTRATIVE SVC. FEES	199,500.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-146,014.	-291,971.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	58,135.	5,814.		52,321.
TO FM 990-PF, PG 1, LN 16A	58,135.	5,814.		52,321.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AUDIT AND TAX FEES	40,728.	27,153.		13,575.	
TO FORM 990-PF, PG 1, LN 16B	40,728.	27,153.		13,575.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COMMUNICATION FEES	8,991.	1,349.		7,642.	
INVESTMENT & MANAGEMENT FEES	413,693.	413,693.		0.	
OUTSIDE ADMINISTRATIVE GRANT RELATED FEES	1,718.	0.		1,718.	
	126,443.	0.		126,443.	
TO FORM 990-PF, PG 1, LN 16C	550,845.	415,042.		135,803.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAXES	-80,000.	0.		0.	
STATE UNRELATED BUSINESS INCOME TAXES	250.	0.		0.	
FOREIGN TAX EXPENSE PASSED THROUGH FROM K-1'S	37,324.	37,324.		0.	
TO FORM 990-PF, PG 1, LN 18	-42,426.	37,324.		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	
GRANT RELATED EXPENSES	2,718.	0.		2,718.	
EQUIPMENT MAINTENANCE & RENTAL	24,191.	2,419.		21,772.	
OFFICE OPERATIONS	44,772.	2,239.		42,533.	
RESEARCH & MEMBERSHIP	11,644.	0.		11,644.	
BOARD OF DIRECTORS TRAVEL & EXPENSES	4,153.	208.		3,945.	
INSURANCE	7,470.	374.		7,096.	
FILING FEES AND FOUNDATION NOTICE	1,500.	0.		1,500.	
TO FORM 990-PF, PG 1, LN 23	96,448.	5,240.		91,208.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION	AMOUNT		
NONTAXABLE LOSS PER K-1'S FROM PARTNERSHIPS	776,244.		
FORGIVENESS OF PROGRAM RELATED INVESTMENT-DANCE THEATER WORKSHOP	200,000.		
REVERSAL OF RESERVE FOR UNCOLLECTIBLE PROGRAM RELATED INVESTMENT	42,271.		
TOTAL TO FORM 990-PF, PART III, LINE 5	1,018,515.		

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
COMMON STOCK - SEE STATEMENT I	10,289,855.	12,561,179.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,289,855.	12,561,179.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MONEY MARKETS	COST	419,667.	419,667.
LIMITED PARTNERSHIPS & INVESTMENT CO.'S -SEE STATEMENT A	COST	54,854,481.	64,838,966.
CERTIFICATES OF DEPOSIT	COST	100,000.	100,000.
MUTUAL FUND- WAMCO CORE PLUS PORTFOLIO	COST	10,915,823.	11,564,084.
CASH IN TRANSIT	COST	3,291,830.	3,291,830.
TOTAL TO FORM 990-PF, PART II, LINE 13		69,581,801.	80,214,547.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND	500,000.	0.	500,000.
BUILDING & ACQUISITION	869,591.	429,360.	440,231.
BUILDING IMPROVEMENTS	2,083,945.	925,000.	1,158,945.
EQUIPMENT & FURNITURE	137,114.	65,472.	71,642.
TOTAL TO FM 990-PF, PART II, LN 14	3,590,650.	1,419,832.	2,170,818.

FORM 990-PF	OTHER ASSETS	STATEMENT	12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM RELATED INVESTMENTS	242,269.	0.	0.
EXCHANGES & LOANS	1,001.	866.	866.
ARTWORK & ANTIQUES	76,103.	76,103.	76,103.
TO FORM 990-PF, PART II, LINE 15	319,373.	76,969.	76,969.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 13
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LARRY E. CONDON C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	CHAIRMAN OF BOARD 35.00	16,944.	17,956.	0.
ELIZABETH B. GILMORE C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	VICE CHAIRMAN, SECRETARY 1.00	0.	0.	0.
WILLIAM B. O'CONNOR C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	ASSISTANT SECRETARY 1.00	0.	0.	0.
ANDREW PARK C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	DIRECTOR 1.00	4,000.	0.	0.
RINI BANERJEE C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	DIRECTOR 1.00	4,000.	0.	0.
PEGGY SAIKA C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	DIRECTOR 1.00	0.	0.	0.
MIKKI SHEPARD C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	DIRECTOR 1.00	4,500.	0.	0.
ROBERT J. CRANE C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	TREASURER / DIRECTOR 1.00	5,000.	0.	0.
GOLDEN BECKNER, JR. C/O MERTZ GILMORE FOUNDATION, 218 EAST 18TH STREET NEW YORK, NY 10003	PRESIDENT 35.00	234,000.	64,190.	0.

LUKAS HAYNES	VICE PRESIDENT			
C/O MERTZ GILMORE FOUNDATION, 218				
EAST 18TH STREET	35.00	156,000.	54,468.	0.
NEW YORK, NY 10003				
 MARION CAPPIELLO	 DIR. OF FINANCE & ASST TRE			
C/O MERTZ GILMORE FOUNDATION, 218				
EAST 18TH STREET	35.00	106,080.	34,504.	0.
NEW YORK, NY 10003				
 TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>530,524.</u>	<u>171,118.</u>	<u>0.</u>

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 14

PAGE 9, PART XIII - UNDISTRIBUTED INCOME - LINE 4(C)

THE FOUNDATION HEREBY ELECTS TO TREAT \$7,575,000 AS A DISTRIBUTION OUT
OF CORPUS TO SATISFY THE REQUIREMENTS IMPOSED BY SECTION 4942(H)(2).
AN ELECTION IS HEREBY MADE PURSUANT TO REG. 53.4942(A)-3(D)(2) TO
TREAT \$7,575,000 AS A DISTRIBUTION OUT OF THE 2008 UNDISTRIBUTED
INCOME AND OUT OF CORPUS.

BY:

Marion Coppie

DATE:

Nov. 15, 2010

Mertz Gilmore Foundation
Schedule of Investments
12/31/2009
EIN# 13-2872722
Form 990-PF

<u>Limited Partnership & Investment Companies:</u>	<u>Cost Basis</u>	<u>Market Value</u>
Viking Global Equities III	3,000,000	3,561,263
Maverick Fund, LTD	5,000,000	4,817,055
Addison Clark	2,373,085	4,937,184
TIFF Absolute Return Pool	4,611,870	10,428,741
Newport Asia Institutional Fund	4,378,414	5,496,615
Wellington Management Company	8,992,972	11,230,773
Silchester Int'l Investors	13,270,167	10,295,995
Wellington Management CTF_DIH	4,504,394	4,335,261
TIFF Partners I	-	58,021
TIFF Partners III	766,114	1,045,341
TIFF Partners IV	1,528,922	1,858,465
TIFF - Private Equity Partners 2005	1,665,321	1,725,763
Globeflex International Partners, LP	2,119,439	2,080,220
TIFF Private Equity Partners 2007	981,018	1,048,247
TIFF Partners V - US	1,153,316	1,479,093
TIFF Partners V - INT'L	509,449	440,929
Total	<u>54,854,481</u>	<u>64,838,966</u>



2009 Grants Paid List
(alphabetical listing)

Attachment to 990-PF

With Addresses, Project Titles,
and Tax Statuses

Mertz Gilmore Foundation

990 PF #13-2872722

12/31/2009

2009 GRANTS PAID

Payment Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
4/27/2009	1Sky Education Fund	6930 Carroll Avenue, Suite 1000 Takoma Park, MD 20912	\$50,000	1Sky New York	509a(1) - 170 (b) (1) (A) (vi) 6/6/2008
4/27/2009	651 Arts	651 Fulton Street Brooklyn, NY 11217	\$10,000	Black Dance: Tradition and Transformation	509a(1) - 170 (b) (1) (A) (vi) 12/5/2000
8/5/2009	651 Arts	651 Fulton Street Brooklyn, NY 11217	\$7,500	General support in honor of 651's 20th Anniversary	509a(1) - 170 (b) (1) (A) (vi) 12/5/2000
5/8/2009	651 Arts	651 Fulton Street Brooklyn, NY 11217	\$10,000	Joan Sandler Tribute Fund	509a(1) - 170 (b) (1) (A) (vi) 12/5/2000
12/1/2009	92nd Street Y	1395 Lexington Avenue New York, NY 10128	\$20,000	Harkness Dance Festival	509a(1) - 170 (b) (1) (A) (vi) 9/30/1996
11/30/2009	A Better Balance	80 Maiden Lane, Suite 606 New York, NY 10038	\$25,000	New York City Paid Sick Leave Campaign	509a(1) - 170 (b) (1) (A) (vi) 10/10/2006
1/9/2009	Adlai Stevenson Center on Democracy	1633 Central Street Evanston, IL 60201	\$10,000	underwriting cost of the Adlai Stevenson's Lasting Legacy book project	509a(2) 6/5/2008
12/18/2009	Altamaha Riverkeeper	P.O. Box 2642 Darien, GA 31305	\$10,000	Georgians for Smart Energy Campaign	509a(1) - 170 (b) (1) (A) (vi) 4/9/2004
4/30/2009	American Association for the Advancement of Science	1200 New York Avenue, NW Washington, DC 20005	\$50,000	SCIENCE AND HUMAN RIGHTS PROGRAM: Science and Human Rights Coalition	509a(1) 10/20/1970
4/27/2009	Amnesty International USA	5 Penn Plaza, 16th Floor New York, NY 10001	\$75,000	Rebuilding the Gulf through the Framework of International Human Rights	509a(1) 6/8/1992
11/30/2009	Appalachian Voices	191 Howard Street Boone, NC 28607	\$50,000	Campaign to Promote Alternatives to Coal-fired Power in Virginia and North Carolina	509a(1) - 170 (b) (1) (A) (vi) 5/24/2002
5/22/2009	Artists Striving to End Poverty	165 W. 46th Street, Suite 1308 New York, NY 10036	\$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 6/27/2006

(5/1/09)

Payment Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
6/18/2009	Asian Americans / Pacific Islanders in Philanthropy	211 Sutter Street, Suite 600 San Francisco, CA 94108	\$2,500	Institutional Membership	509a(2) 2/12/2005
6/18/2009	Asian Law Caucus, Inc.	55 Columbus Avenue San Francisco, CA 94111	\$5,000	General support	509a(1) - 170 (b) (1) (A) (vi) 1/30/2009
6/18/2009	Asian Women Giving Circle	218 East 18th Street New York, NY 10003	\$1,000	General support	509a(2) 2/12/2005
12/29/2009	Asian Women Giving Circle	218 East 18th Street New York, NY 10003	\$5,000	General support	509a(2) 2/12/2005
4/27/2009	Baryshnikov Arts Center	450 West 37th Street, Suite 501 New York, NY 10018	\$20,000	General support	509a(1) - 170 (b) (1) (A) (vi) 1/14/2009
4/27/2009	Battered Women's Resource Center	P.O. Box 20181 Greeley Square Station New York, NY 10001	\$40,000	VOICES OF WOMEN ORGANIZING PROJECT	509a(1) - 170 (b) (1) (A) (vi) 6/5/2006
4/27/2009	Battery Dance Company	380 Broadway, 5th Floor New York, NY 10013	\$10,000	Downtown Dance Festival	509a(1) - 170 (b) (1) (A) (vi) 3/25/1997
12/1/2009	BAX / Brooklyn Arts Exchange	421 Fifth Avenue Brooklyn, NY 11215	\$20,000	Expanded Advocacy Efforts and Services for New York City Dance Artists and Audiences	509a(1) - 170 (b) (1) (A) (vi) 2/17/2000
12/1/2009	Bronx Academy of Arts and Dance	841 Barretto Street, 2nd Floor Bronx, NY 10474	\$15,000	Boogie Down Dance Series and Dance Programming	509a(1) 6/15/2005
5/22/2009	Brooklyn Public Library	10 Grand Army Plaza Brooklyn, NY 11238	\$2,000	Flatlands Branch - Support Our Shelves	509a(1) 3/5/1987
5/22/2009	Buena Vista United Methodist Church	2311 Buena Vista Avenue Alameda, CA 94501	\$2,000	Buena Vista Community Institute	501c(3) - Religious Institution 10/16/1974 509a(1) - 170 (b) (1) (A) (vi)
6/18/2009	Cape Eleuthera Foundation	P.O. Box 5910 Princeton, NJ 08543	\$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 8/7/2003
4/27/2009	CEC Stuyvesant Cove	37 West 26th Street, Suite 209 New York, NY 10010	\$15,000	SOLAR ONE: Solar Powered Dance Series; and the Sun to Stars South Asian Festival	509a(1) - 170 (b) (1) (A) (vi) 3/25/2008
11/30/2009	Center for an Urban Future	120 Wall Street, 20th Floor New York, NY 10005	\$15,000	Policy Brief Series	509a(1) - 170 (b) (1) (A) (vi) 9/15/2004

Payment Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
6/18/2009	Center for Climate Strategies	1899 L Street, NW, Suite 900 Washington, DC 20036	\$25,000	Southern Governors' Association Climate Change Initiative	509a(1) - 170 (b) (1) (A) (vi) 11/17/2008
2/23/2009	Center for Climate Strategies	1899 L Street, NW, Suite 900 Washington, DC 20036	\$25,000	Macroeconomics Co-benefits Analysis of Carbon Reduction Actions in New York State	509a(1) - 170 (b) (1) (A) (vi) 11/17/2008
4/27/2009	Center for Climate Strategies	1899 L Street, NW, Suite 900 Washington, DC 20036	\$50,000	Macroeconomics Co-benefits Analysis of Carbon Reduction Actions in New York State	509a(1) - 170 (b) (1) (A) (vi) 11/17/2008
11/30/2009	Center for Performance Research	361 Manhattan Avenue, Unit 1 Brooklyn, NY 11211	\$10,000	DANCE PROGRAMMING	509a(1) - 170 (b) (1) (A) (vi) 4/9/2009
12/1/2009	Center for Traditional Music and Dance	32 Broadway, Suite 1314 New York, NY 10004	\$25,000	General support	509a(1) - 170 (b) (1) (A) (vi) 6/20/2005
11/30/2009	Centro Hispano Cuzcatlan, Inc.	148-13 Hillside Avenue Jamaica, NY 11435	\$45,000	General support	509a(1) - 170 (b) (1) (A) (vi) 5/16/2006
1/7/2009	Centro Hispano Cuzcatlan, Inc.	148-13 Hillside Avenue Jamaica, NY 11435	\$45,000	General support	509a(1) - 170 (b) (1) (A) (vi) 5/16/2006
4/27/2009	Ceres, Inc.	99 Chauncy Street Boston, MA 02111-1703	\$50,000	New York City and State Pension Funds Climate Change Initiative	509a(1) - 170 (b) (1) (A) (vi) 8/30/2004
12/18/2009	Chamber Music America	305 Seventh Avenue, 5th Floor New York, NY 10001-6008	\$1,500	General support	509a(1) - 170 (b) (1) (A) (vi) 8/7/2003
11/30/2009	Chez Bushwick, Inc.	304 Boerum Street, #23 Brooklyn, NY 11206	\$15,000	DANCE PROGRAMMING	509a(1) - 170 (b) (1) (A) (vi) 6/18/2007
1/9/2009	Chimpanzee Productions	P.O. Box 1584 Greenwood Lake, NY 10925	\$2,500	"Through A Lens Darkly," Documentary and Multimedia Outreach Project	509a(1) - 170 (b) (1) (A) (vi) 11/23/1988
12/29/2009	Chinese American Planning Council	150 Elizabeth Street New York, NY 10012	\$3,000	General support	509a(1) - 170 (b) (1) (A) (vi) 7/19/2002
11/30/2009	Chinese Staff and Workers' Association	P.O. Box 130401 New York, NY 10013-0995	\$50,000	General support	509a(1) - 170 (b) (1) (A) (vi) 2/9/1987
12/18/2009	Chocolate Factory Theater	5-49 49th Avenue Long Island City, NY 11101	\$10,000	Collective Arts Think Tank	509a(1) - 170 (b) (1) (A) (vi) 8/16/2004

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12/1/2009	Chocolate Factory Theater	5-49 49th Avenue Long Island City, NY 11101	\$15,000	Rehearsal and Performance Residencies for Artists working in Dance (2008-2009 Season)	509a(1) - 170 (b) (1) (A) (vi) 8/16/2004
12/29/2009	Citizens' Committee for Children of New York	105 East 22nd Street New York, NY 10010	\$1,000	General support	509a(2) 1/4/2000
4/27/2009	Citizens for Pennsylvania's Future (PennFuture)	610 North Third Street Harrisburg, PA 17101	\$50,000	Cool Pennsylvania Campaign	509a(1) - 170 (b) (1) (A) (vi) 10/24/2002
11/30/2009	City Parks Foundation	830 Fifth Avenue New York, NY 10021	\$35,000	CityParks Dance	509a(1) - 170 (b) (1) (A) (vi) 1/3/1995
4/27/2009	Clean Air - Cool Planet	100 Market Street, Suite 204 Portsmouth, NH 03801	\$40,000	Adapting Climate Planning Tools for Priority States	509a(1) - 170 (b) (1) (A) (vi) 6/8/2004
4/27/2009	Coastal Conservation League	P.O. Box 1765 Charleston, SC 29402	\$75,000	South Carolina Clean Energy Coalition	509a(1) - 170 (b) (1) (A) (vi) 12/13/2001
12/18/2009	College of William and Mary Foundation	P.O. Box 8795 Williamsburg, VA 23187-8795	\$1,000	The Wendy and Emery Reves Center for International Studies	509a(1) - 170 (b) (1) (A) (vi) 8/17/2006 501c(3) - University / School
12/1/2009	Community Voices Heard	115 East 106th Street, 3rd Floor New York, NY 10029	\$50,000	General support	509a(1) - 170 (b) (1) (A) (vi) 4/10/2001
12/18/2009	Compassion & Choices of New York	244 Fifth Avenue, #2010 New York, NY 10001	\$1,500	General support	509a(1) - 170 (b) (1) (A) (vi) 5/4/1998
4/27/2009	Conservation Law Foundation, Inc.	62 Summer Street Boston, MA 02110-1016	\$50,000	CLEAN ENERGY AND CLIMATE CHANGE PROGRAM	509a(1) - 170 (b) (1) (A) (vi) 5/25/2000
5/22/2009	Consultative Group on Biological Diversity	P.O. Box 29361 San Francisco, CA 94129-0361	\$10,000	Climate and Energy Funders Group	509a(1) - 170 (b) (1) (A) (vi) 8/21/1996
5/8/2009	Cornelia Connelly Center for Education	220 East 4th Street New York, NY 10009	\$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 3/23/2006
6/18/2009	Council on Foundations	2121 Crystal Drive, Suite 700 Arlington, VA 22202	\$11,980	General support and Membership dues	509a(1) 11/27/1970
12/1/2009	Dance New Amsterdam	280 Broadway, 2nd Floor New York, NY 10019	\$25,000	DNA PRESENTS Concert Seasons	509a(1) - 170 (b) (1) (A) (vi) 10/11/2005

Payment Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
8/5/2009	Dance Theater Workshop, Inc.	219 West 19th Street New York, NY 10011 4079	\$20,000	Strategic and Business Planning Consulting work provided by David Galligan	509a(2) 7/13/2007
12/18/2009	Dance Theater Workshop, Inc.	219 West 19th Street New York, NY 10011 4079	\$550	General support	509a(2) 7/13/2007
4/27/2009	Dance Theater Workshop, Inc.	219 West 19th Street New York, NY 10011 4079	\$35,000	General support	509a(2) 7/13/2007
12/18/2009	Dance Theater Workshop, Inc.	219 West 19th Street New York, NY 10011 4079	\$7,500	Travel expenses related to strategic and business planning consulting work provided by David Galligan.	509a(2) 7/13/2007
11/30/2009	Dance Theatre Etcetera	480 Van Brunt Street, Suite 203 Brooklyn, NY 11231-10014	\$10,000	DANCE PROGRAMMING	509a(2) 2/4/1994
4/30/2009	Dance/NYC	63 Greene Street, #605 New York, NY 10012	\$40,000	General support	509a(1) - 170 (b) (1) (A) (vi) 5/12/2006
4/30/2009	Dancenow/NYC	527 Hudson Street P.O. Box 20029 New York, NY 10014	\$20,000	General support	509a(2) 10/20/2005
6/25/2009	Dances for a Variable Population	560 Riverside Drive, #9K New York, NY 10027	\$4,000	General support	509a(1) - 170 (b) (1) (A) (vi) 6/6/2009
4/27/2009	Dancing in the Streets, Inc.	545 Eighth Avenue, Suite 8SE New York, NY 10018	\$15,000	Hip Hop Generation Next and Breaking Ground	509a(1) - 170 (b) (1) (A) (vi) 5/7/1986
12/1/2009	Danspace Project, Inc.	St. Mark's Church 131 East 10th Street New York, NY 10003	\$50,000	General support	509a(1) - 170 (b) (1) (A) (vi) 2/13/1989
6/18/2009	Design Trust for Public Space	338 West 39th Street, 10th Floor New York, NY 10018	\$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 10/3/2000
12/18/2009	Design Trust for Public Space	338 West 39th Street, 10th Floor New York, NY 10018	\$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 10/3/2000
12/1/2009	Dixon Place	161 Chrystie Street New York, NY 10002	\$20,000	General support	509a(1) - 170 (b) (1) (A) (vi) 12/16/2002
6/18/2009	Doing Art Together	1841 Broadway, Suite 704 New York, NY 10023	\$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 12/12/2008

Payment Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
6/18/2009	DRCNet Foundation, Inc.	1623 Connecticut Avenue., NW, 3rd Floor Washington, DC 20009	\$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 7/17/1998
6/18/2009	Earthjustice	426 17th Street, 6th Floor Oakland, CA 94612	\$50,000	RGGI Legal Defense and Leakage Project	509a(2) 4/19/2005
5/8/2009	East 11th Street Block Association	16 East 11th Street New York, NY 10003	\$3,000	General support	509a(1) - 170 (b) (1) (A) (vi) 2/25/2009
12/18/2009	East 11th Street Block Association	16 East 11th Street New York, NY 10003	\$2,500	General support	509a(1) - 170 (b) (1) (A) (vi) 2/25/2009
11/10/2009	Eastern Environmental Law Center	744 Broad Street, Suite 1525 Newark, NJ 07102	\$10,000	General support	509a(1) - 170 (b) (1) (A) (vi) 9/25/2006
5/8/2009	Education Through Music, Inc.	122 East 42nd Street, Suite 1501 New York, NY 10168	\$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 3/16/2010
12/23/2009	Energy Foundation	301 Battery Street, 5th Floor San Francisco, CA 94111	\$1,700,000	ENERGY PROGRAM	509a(1) 4/11/2006
4/27/2009	Envirolution, Inc.	644 La Rue Avenue Reno, NV 89509	\$25,000	WTN-WTN CAMPAIGN	509a(1) - 170 (b) (1) (A) (vi) 2/8/2008
4/27/2009	Environment Northeast	P.O. Box 583 Rockport, ME 04586-0583	\$75,000	Advancing Energy Efficiency and Clean Energy Policies in the Northeast	509a(1) - 170 (b) (1) (A) (vi) 6/6/2003
4/27/2009	Environmental Advocates of New York	353 Hamilton Street Albany, NY 12210	\$50,000	Global Warming Campaign	509a(1) - 170 (b) (1) (A) (vi) 3/23/2002
6/18/2009	Environmental Grantmakers Association	55 Exchange Place, Suite 405 New York, NY 10005-1965	\$2,320	General support and Membership dues	509a(1) - 170 (b) (1) (A) (vi) 7/28/2007
11/10/2009	Environmental Integrity Project	1920 L Street, NW, Suite 800 Washington, DC 20036	\$35,000	Closing the Coal Ash Loophole	509a(1) - 170 (b) (1) (A) (vi) 4/21/2008
12/18/2009	Equality Advocates Pennsylvania	1211 Chestnut Street, Suite 605 Philadelphia, PA 19107	\$7,000	Collaboration with New York organizations	509a(1) - 170 (b) (1) (A) (vi) 1/25/2007
11/30/2009	Families United for Racial and Economic Equality	81 Willoughby Street, Suite 701 Brooklyn, NY 11201	\$50,000	General support	509a(1) - 170 (b) (1) (A) (vi) 10/22/2008
7/15/2009	Families United for Racial and Economic Equality	81 Willoughby Street, Suite 701 Brooklyn, NY 11201	\$10,000	Technical Assistance provided by Cause Effective	509a(1) - 170 (b) (1) (A) (vi) 10/22/2008

Payment Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
11/30/2009	Fifth Avenue Committee, Inc.	621 DeGraw Street Brooklyn, NY 11217	\$70,000	South Brooklyn Accountable Development Initiative	509a(1) - 170 (b) (1) (A) (vi) 8/11/2005
5/8/2009	Film Forum	209 W Houston Street New York, NY 10014	\$2,500	General support	509a(1) - 170 (b) (1) (A) (vi) 9/15/1978
8/5/2009	Flex Your Rights Foundation	1623 Connecticut Avenue, NW, 3rd Floor Washington, DC 20009	\$7,500	Street Law: How to Deal with Police and Racial Profiling	509a(1) - 170 (b) (1) (A) (vi) 5/24/2007
7/15/2009	Foundation Center	79 Fifth Avenue New York, NY 10003-3076	\$7,500	General support	509a(1) 8/8/1997
8/5/2009	Friends of Jamestown Seniors, Inc.	6 West Street P.O. Box 184 Jamestown, RI 02835-0184	\$3,000	General support in the memory of Justine Halliday	509a(1) - 170 (b) (1) (A) (vi) 8/12/1994
12/1/2009	Good Old Lower East Side	169 Avenue B New York, NY 10009	\$40,000	General support	509a(1) - 170 (b) (1) (A) (vi) 5/8/1980
8/5/2009	Grantmakers in the Arts	604 West Galer Street Seattle, WA 98119-3253	\$5,000	General support and Membership dues	509a(1) - 170 (b) (1) (A) (vi) 6/12/2000
12/1/2009	Harlem Stage/Aaron Davis Hall	150 Convent Avenue & West 135th Street New York, NY 10031	\$25,000	DANCE PROGRAMS	509a(1) - 170 (b) (1) (A) (vi) 8/6/1996
12/1/2009	Henry Street Settlement	265 Henry Street New York, NY 10002 4899	\$15,000	ABRONS ARTS CENTER: Re: Move Dance Series and Artist Workspace Program	509a(1) - 170 (b) (1) (A) (vi) 12/12/2000
5/8/2009	Henry Street Settlement	265 Henry Street New York, NY 10002 4899	\$2,000	Helping Horizon After School Program	509a(1) - 170 (b) (1) (A) (vi) 12/12/2000
12/1/2009	HERE Arts Center	145 Avenue of the Americas New York, NY 10013	\$25,000	DANCE INITIATIVE	509a(1) - 170 (b) (1) (A) (vi) 8/25/1998
4/27/2009	Hester Street Collaborative, Inc.	113 Hester Street New York, NY 10002	\$15,000	Technical Assistance to Good Old Lower East Side (GOLES)	509a(1) - 170 (b) (1) (A) (vi) 11/26/2004
5/8/2009	Hospice Care Network	99 Sunnyside Blvd. Woodbury, NY 11797	\$3,000	General support	509a(2) 7/2/1993
11/30/2009	In Our Backyards	232 East 11th Street New York, NY 10003	\$50,000	General support	509a(1) - 170 (b) (1) (A) (vi) 6/3/2009

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5/8/2009	Independent Diplomat	137 Second Avenue, 2nd Floor New York, NY 10003	\$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 9/24/2008
4/30/2009	Jacob's Pillow Dance Festival, Inc.	358 George Carter Road Becket, MA 01223	\$50,000	SUPPORTING AND SUSTAINING NEW YORK DANCE ARTISTS	509a(1) - 170 (b) (1) (A) (vi) 1/22/1996
6/30/2009	Jacob's Pillow Dance Festival, Inc.	358 George Carter Road Becket, MA 01223	\$25,000	Documentary Film Project	509a(1) - 170 (b) (1) (A) (vi) 1/22/1996
4/27/2009	Jamaica Center for Arts and Learning	161-04 Jamaica Avenue Jamaica, NY 11432	\$20,000	MAKING MOVES	509a(1) - 170 (b) (1) (A) (vi) 3/18/1998
4/27/2009	Just Detention International	3325 Wilshire Blvd, Suite 340 Los Angeles, CA 90010	\$75,000	Bridging the Gap: Applying International Human Rights Standards to the U.S. Prison Setting	509a(1) - 170 (b) (1) (A) (vi) 1/2/2009
6/18/2009	Kentucky Coalition	P.O. Box 1450 London, KY 40743	\$50,000	Alternatives to Coal-fired Power in Kentucky: Stop Smith Campaign	509a(1) - 170 (b) (1) (A) (vi) 7/18/2008
5/22/2009	Kentucky Environmental Foundation	P.O. Box 467 Berea, KY 40403	\$25,000	Clean Air, Clean Energy Project: Stop Smith Campaign	509a(1) - 170 (b) (1) (A) (vi) 4/17/1995
6/18/2009	Kingsborough Community College Foundation	Physical Science Department 2001 Oriental Blvd. Brooklyn, NY 11235	\$2,000	Physical Science Department's Oceanography Program	509a(1) - 170 (b) (1) (A) (vi) 1/22/2004
12/1/2009	Kitchen, The	512 West 19th Street New York, NY 10011 2807	\$35,000	DANCE PROGRAMS	509a(1) - 170 (b) (1) (A) (vi) 7/14/1989
4/27/2009	La MaMa Experimental Theatre Club, Inc.	74A East 4th Street New York, NY 10003	\$10,000	La Mama Moves Dance Festival	509a(1) - 170 (b) (1) (A) (vi) 7/7/2008
12/18/2009	Lambda Legal	120 Wall Street, Suite 1500 New York, NY 10005-3904	\$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 6/22/2009
4/27/2009	Lower Manhattan Cultural Council	125 Maiden Lane, 2nd Floor New York, NY 10038	\$15,000	Sitelines Dance Series	509a(1) - 170 (b) (1) (A) (vi) 3/30/2006
3/12/2009	Make the Road New York	301 Grove Street Brooklyn, NY 11237	\$95,000	General support	509a(1) - 170 (b) (1) (A) (vi) 12/10/2007
3/12/2009	Middle Collegiate Church	50 East 7th Street New York, NY 10003	\$1,000	General support	501c(3) - Religious Institution 6/1/1971

Payment Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
5/8/2009	Mighty Mutts, Inc.	P.O. Box 1147 New York, NY 10276	\$2,000	General support	509a(1) - 170 (b) (1) (A) (vi) 8/20/1999
12/18/2009	Montclair Early Childhood Corporation	49 Orange Road Montclair, NJ 07042	\$1,000	Montclair Community PreK Program	509a(2) - 170 (b) (1) (A) (vii) 9/10/2002
12/18/2009	Montclair High School	George Inness Annex 141 Park Street Montclair, NJ 07042	\$2,500	Montclair High School Dance Company	501c(3) - University / School 12/19/2008
1/20/2009	Montclair High School	George Inness Annex 141 Park Street Montclair, NJ 07042	\$2,000	Montclair High School Dance Company	501c(3) - University / School 12/19/2008
12/1/2009	Movement Research, Inc.	PO Box 49 Old Chelsea Station New York, NY 10113	\$25,000	General support	509a(2) 9/23/1982
4/27/2009	National Caucus of Environmental Legislators	1920 L Street, NW, Suite 800 Washington, DC 20036	\$20,000	Northeast/RGGI States Climate Change Legislative Forum	509a(1) - 170 (b) (1) (A) (vi) 5/31/2007
6/18/2009	National Committee for Responsive Philanthropy	1331 H Street NW, Suite 200 Washington, DC 20005	\$2,500	General support of membership	509a(2) 9/25/2002
4/27/2009	National Mobilization Against SweatShops	P.O. Box 130293 New York, NY 10013-0995	\$50,000	General support	509a(1) - 170 (b) (1) (A) (vi) 12/11/2000
11/30/2009	National Parks Conservation Association	1300 19th Street, NW, 3rd Floor Washington, DC 20036	\$40,000	CLEAN AIR AND CLIMATE PROGRAM: Alternatives to New Coal-Fired Power Plants	509a(1) - 170 (b) (1) (A) (vi) 11/10/2000
11/30/2009	New Dance Alliance, Inc.	182 Duane Street, 3rd Floor New York, NY 10013	\$15,000	Performance Mix Festival	509a(2) 4/19/2006
11/30/2009	New Partners for Community Revitalization, Inc.	11 Penn Plaza, 5th Floor New York, NY 10001	\$40,000	Brownfield Technical and Program Assistance Initiative	509a(1) - 170 (b) (1) (A) (vi) 6/28/2005
12/18/2009	New York Cares	214 West 29th Street, 5th Floor New York, NY 10001-5203	\$10,000	General support	509a(1) - 170 (b) (1) (A) (vi) 8/22/2008
4/27/2009	New York Immigration Coalition	137-139 West 25th Street, 12th Floor, New York, NY 10001	\$75,000	Community Job Center Initiative	509a(1) - 170 (b) (1) (A) (vi) 4/9/1991
4/27/2009	New York Lawyers for the Public Interest	151 West 30th Street, 11th Floor New York, NY 10001-4007	\$50,000	School Siting Project	509a(1) - 170 (b) (1) (A) (vi) 9/15/1982

Payment Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
6/18/2009	New York Shakespeare Festival	425 Lafayette Street New York, NY 10003	\$8,255	General support of Shakespeare in the Park: Twelfth Night	509a(1) - 170 (b) (1) (A) (vi) 1/29/2002
5/8/2009	North East Community Center	P.O. Box 35 51 South Center Street Millerton, NY 12546	\$4,500	General support	509a(1) - 170 (b) (1) (A) (vi) 11/18/2009
4/27/2009	Northeast States Center for a Clean Air Future	101 Merrimac Street, 10th Floor Boston, MA 02114	\$50,000	Exploring Key Environmental Outcomes from Deployment of Plug-in Hybrid Electric Vehicles	509a(1) - 170 (b) (1) (A) (vi) 3/26/2003
11/10/2009	Orion Society	187 Main Street Great Barrington, MA 01230	\$2,000	ORION GRASSROOTS NETWORK: Building Capacity of the Climate Activism Sector	509a(1) - 170 (b) (1) (A) (vi) 2/12/2005
4/27/2009	Pace University School of Law	78 North Broadway, E House Room 201 White Plains, NY 10603	\$75,000	Pace Energy and Climate Center	509a(1) - 170 (b) (1) (A) (vi) 9/28/2005
5/22/2009	Part of the Solution, Inc.	2763 Webster Avenue Bronx, NY 10458-3708	\$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 12/27/1993
10/23/2009	PennEnvironment Research & Policy Center	1420 Walnut Street, Suite 650 Philadelphia, PA 19102	\$15,000	Building Support for a Strong Climate Action Plan in Pennsylvania	509a(1) - 170 (b) (1) (A) (vi) 9/28/2007
11/30/2009	People's Production House	265 Canal Street, Room 410 New York, NY 10013	\$35,000	COMMUNITY NEWS PRODUCTION INSTITUTE	509a(1) - 170 (b) (1) (A) (vi) 2/28/2001
12/1/2009	Performance Space 122, Inc.	150 First Avenue New York, NY 10009	\$35,000	2008-2009 Dance Season	509a(1) - 170 (b) (1) (A) (vi) 8/26/2008
6/18/2009	Philanthropy New York	79 Fifth Avenue, 4th Floor New York, NY 10003-3076	\$10,000	General support and Membership dues	509a(1) - 170 (b) (1) (A) (vi) 12/3/2009
11/30/2009	Picture the Homeless	2427 Morris Avenue, 2nd Floor Bronx, NY 10468	\$40,000	General support	509a(1) - 170 (b) (1) (A) (vi) 5/28/2004
11/10/2009	Plains Justice	100 First Street SW, Suite 201 Cedar Rapids, IA 52404	\$2,000	Existing Iowa Coal Plants Project	509a(1) - 170 (b) (1) (A) (vi) 6/27/2007
12/18/2009	Pratt Center for Community Development	379 DeKalb Avenue Steuben Hall, 2nd Floor Brooklyn, NY 11205	\$50,000	General support	509a(1) - 170 (b) (1) (A) (vi) 8/18/2005 501c(3) - University / School

Payment Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
6/18/2009	Public Interest Projects	45 West 36th Street, Floor 6 New York, NY 10018	\$250,000	U.S. HUMAN RIGHTS FUND	509a(1) - 170 (b) (1) (A) (vi) 1/16/2007
9/17/2009	Public Interest Projects	45 West 36th Street, Floor 6 New York, NY 10018	\$5,000	International Human Rights Fundors Group	509a(1) - 170 (b) (1) (A) (vi) 1/16/2007
12/18/2009	Public Policy Productions	3 Ludlow Lane P.O. Box 650 Palisades, NY 10964	\$25,000	NO TOMORROW Production and Outreach Project	509a(1) 6/7/2003
11/30/2009	Queens Theatre in the Park	P.O. Box 520069 Flushing, NY 11352	\$20,000	DANCE PROGRAMMING	509a(1) - 170 (b) (1) (A) (vi) 12/26/2001
11/30/2009	Regulatory Assistance Project	50 State Street, Suite 3 Montpellier, VT 05602	\$50,000	Regional Greenhouse Gas Initiative: Technical and Regulatory Policy Assistance to Regulators	509a(1) - 170 (b) (1) (A) (vi) 2/11/1997
11/30/2009	Research Foundation of the City University of New York	230 West 41st Street, 6th Floor New York, NY 10036	\$80,000	Sustainable CUNY	509a(1) - 170 (b) (1) (A) (vi) 2/19/2006
5/22/2009	Residents for a More Beautiful Port Washington	P.O. Box 864 Port Washington, NY 11050	\$3,000	General support	509a(1) - 170 (b) (1) (A) (vi) 11/11/1971
9/17/2009	Resource Media	325 Pacific Avenue, 3rd Floor San Francisco, CA 94111	\$15,000	Fighting Coal-fired Power in the Southeast	509a(1) - 170 (b) (1) (A) (vi) 5/24/2006
11/30/2009	Restaurant Opportunities Center of New York	275 Seventh Avenue, Suite 1703 New York, NY 10001	\$50,000	Retail Accountability Project	509a(1) - 170 (b) (1) (A) (vi) 3/28/2008
12/17/2009	Riverside Theatre	91 Claremont Avenue New York, NY 10027	\$10,000	DANCE AT RIVERSIDE	509a(2) 5/6/2007
12/18/2009	Salzburg Global Seminar	152 Maple Street P.O. Box 886 Middlebury, VT 05753	\$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 4/3/2008
6/18/2009	Salzburg Global Seminar	152 Maple Street P.O. Box 886 Middlebury, VT 05753	\$10,000	CUNY Participation in "Greening the Minds" Forum	509a(1) - 170 (b) (1) (A) (vi) 4/3/2008
11/30/2009	Sierra Club Foundation	85 Second Street, Suite 750 San Francisco, CA 94105	\$25,000	Wise Energy for Virginia Campaign	509a(1) - 170 (b) (1) (A) (vi) 11/19/2003
12/29/2009	Sierra Club Foundation	85 Second Street, Suite 750 San Francisco, CA 94105	\$1,500	Beyond Coal Campaign	509a(1) - 170 (b) (1) (A) (vi) 11/19/2003

Payment Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
11/30/2009	Social Justice Leadership	1916 Park Avenue, Suite 305 New York, NY 10037	\$30,000	Transformative Organizing Initiative	509a(1) - 170 (b) (1) (A) (vi) 6/16/1989
12/18/2009	Southern Alliance for Clean Energy	P.O. Box 1842 Knoxville, TN 37901	\$25,000	SOUTHERN ENERGY NETWORK: Georgians for Smart Energy Campaign	509a(1) - 170 (b) (1) (A) (vi) 1/15/2009
11/30/2009	Southern Appalachian Mountain Stewards	217 Main Street P.O. Box 453 Appalachia, VA 24216	\$25,000	Wise Energy for Virginia Campaign	509a(1) - 170 (b) (1) (A) (vi) 1/22/1999
11/30/2009	Southern Environmental Law Center	201 West Main Street, Suite 14 Charlottesville, VA 22902-5065	\$75,000	Bringing a New Energy Future to the Southeast	509a(1) - 170 (b) (1) (A) (vi) 6/4/1991
8/5/2009	St. Aloysius Roman Catholic Church	691 West Side Avenue Jersey City, NJ 07304	\$2,000	General support	501c(3) - Religious Institution 6/28/2001
5/22/2009	St. Joseph's Church in Greenwich Village	371 Sixth Avenue New York, NY 10014	\$2,000	General support	501c(3) - Religious Institution 7/1/2007
11/30/2009	Symphony Space	2537 Broadway New York, NY 10025-6990	\$10,000	DANCE PROGRAMMING	509a(1) - 170 (b) (1) (A) (vi) 6/13/1980
4/27/2009	Taproot Foundation	135 West 50th Street, 4th Floor New York, NY 10020	\$10,000	MGF Grantee Service Grant Sponsorships	509a(1) - 170 (b) (1) (A) (vi) 5/22/2007
4/27/2009	Thelma Hill Performing Arts Center	900 Fulton Street Brooklyn, NY 11238	\$10,000	SOULS OF OUR FEET: People of Color Dance Festival	509a(1) 10/21/1985
11/30/2009	Topaz Arts, Inc.	P.O. Box 770150 Woodside, NY 11377-0150	\$10,000	TOPAZ ARTS DANCE PROGRAM	509a(1) - 170 (b) (1) (A) (vi) 3/22/2006
9/17/2009	Trail Blazers	250 West 57th Street, Suite 1132 New York, NY 10019	\$2,000	General support	509a(1) - 170 (b) (1) (A) (vi) 9/20/2006
12/29/2009	Transportation Alternatives	127 West 26th Street, Suite 1002 New York, NY 10001	\$1,500	General support	509a(2) 5/2/1997
8/5/2009	TrueChild (formerly GenderPAC)	1731 Connecticut Ave., NW, 4th Floor Washington, DC 20009	\$5,000	General support	509a(1) - 170 (b) (1) (A) (vi) 6/1/2004
5/8/2009	Truman National Security Project Educational Institute	1420 K Street, NW, Suite 250 Washington, DC 20005	\$1,000	General support	509a(1) - 170 (b) (1) (A) (vi) 12/23/2008
5/8/2009	Trust for Public Land	666 Broadway, 9th Floor New York, NY 10012	\$5,000	Playgrounds Program	509a(1) - 170 (b) (1) (A) (vi) 10/20/2003

Payment Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
6/18/2009	Turquoise Foundation, Inc.	33 Richdale Avenue Cambridge, MA 02140	\$1,000	General support	Private-Operating Foundation 2/18/1998 3T, F- 509a(1)
12/18/2009	Turning Point, Inc.	Barnert Medical Arts Complex 680 Broadway Paterson, NJ 07514	\$3,000	General support	509a(1) - 170 (b) (1) (A) (vi) 2/24/1977
11/30/2009	U.S. Green Building Council, New York Chapter	1 Bowling Green, Suite 419 New York, NY 10004	\$50,000	Greening the Codes	509a(1) - 170 (b) (1) (A) (vi) 3/21/2003
12/1/2009	U.S. Human Rights Network	250 Georgia Avenue, SW, Suite 330 Atlanta, GA 30312	\$100,000	General support	509a(1) - 170 (b) (1) (A) (vi) 10/26/2006
4/27/2009	Union of Concerned Scientists, Inc.	2 Brattle Square Cambridge, MA 02238-9105	\$50,000	Northeast Climate Solutions Project	509a(1) - 170 (b) (1) (A) (vi) 8/24/2009
12/1/2009	University of Minnesota Foundation	McNamara Alumni Center 200 Oak Street SE, Suite 500 Minneapolis, MN 55455-2010	\$75,000	MIDWEST COALITION FOR HUMAN RIGHTS	509a(1) 5/30/2003
9/17/2009	University of North Carolina at Chapel Hill	Campus Box 6100 Chapel Hill, NC 27599-6100	\$2,000	Carolina Covenant Fund	501c(3) - University / School 12/2/1971
4/27/2009	Urban Agenda	50 Broadway, Suite 1601 New York, NY 10004	\$50,000	General support	509a(1) - 170 (b) (1) (A) (vi) 9/28/2007
4/27/2009	Urban Homesteading Assistance Board (UHAB)	120 Wall Street, 20th Floor New York, NY 10005	\$50,000	Mitchell-Lama Cooperative Preservation Initiative	509a(1) - 170 (b) (1) (A) (vi) 5/25/1982
11/30/2009	Urban Justice Center	123 William Street, 16th Floor New York, NY 10038-3804	\$35,000	RIGHT TO THE CITY-NYC: Condo Conversion Campaign	509a(1) - 170 (b) (1) (A) (vi) 9/9/1997
3/12/2009	Volunteer Consulting Group	6 East 39th Street, Suite 602 New York, NY 10016-0112	\$25,000	Integrating Governance Matters into the Volunteer Consulting Group	509a(2) 10/20/1997
11/30/2009	White Wave Rising-Young Soon Kim Dance Company	25 Jay Street, Suite #100 Brooklyn, NY 11201	\$25,000	DANCE PROGRAMMING	509a(1) - 170 (b) (1) (A) (vi) 1/8/2009
4/30/2009	Women's Economic Agenda Project	449 15th Street, 2nd Floor Oakland, CA 94612	\$42,000	POOR PEOPLE'S ECONOMIC HUMAN RIGHTS CAMPAIGN	509a(1) - 170 (b) (1) (A) (vi) 10/4/1999

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Payment Date	Grantee Name	Grantee Address	Amount	Project Title	Grantee Tax Statuses and Dates
7/6/2009	Women's Economic Agenda Project	449 15th Street, 2nd Floor Oakland, CA 94612	\$18,800	POOR PEOPLE'S ECONOMIC HUMAN RIGHTS CAMPAIGN: Building the Unsettling Force, a National Conference to End Poverty	509a(1) - 170 (b) (1) (A) (vi) 10/4/1999
Grand Totals (181 items)			\$6,066,405		



Grants Payable
(as of 12/31/2009)

Attachment to 990-PF

With Addresses and Project Titles

(17/8)

Mertz Gilmore Foundation 990 PF #13-2872722 12/31/2009
Grants Payable
(Future grant commitments to be paid after December 31, 2009)

Scheduled	Grantee Name	Address	Amount Evaluation	Project Title
Scheduled Scheduled: 11/30/2010	Center for an Urban Future	120 Wall Street, 20th Floor New York, NY 10005	\$15,000 MULTI; 2-year grant \$15,000 [09] [10]	Policy Brief Series
Scheduled Scheduled: 11/30/2010	Center for Performance Research	361 Manhattan Avenue, Unit 1 Brooklyn, NY 11211	\$10,000 MULTI; 2-year grant \$10,000 [09] [10]	DANCE PROGRAMMING
Scheduled Scheduled: 11/30/2010	Centro Hispano Cuicatlan, Inc.	148-13 Hillside Avenue Jamaica, NY 11435	\$45,000 MULTI; 2-year grant \$45,000 [09] [10]	General support
Scheduled Scheduled: 11/30/2010	Chez Bushwick, Inc.	304 Boerum Street, #23 Brooklyn, NY 11206	\$15,000 MULTI; 2-year grant \$15,000 [09] [10]	DANCE PROGRAMMING
Paid Scheduled: 2/18/2010 Paid: 2/19/2010	Children's School	118 Scofieldtown Road Stamford, CT 06903	\$5,000 Board/Officer grant approved at Fall 2009 meeting. (Reissue of Payment for \$5,000, paid on 12/18/2009. Original payment never received by grantee).	General support
Scheduled Scheduled: 11/30/2010	Chinese Staff and Workers' Association	P.O. Box 130401 New York, NY 10013-0995	\$50,000 MULTI; 2-year grant \$50,000 [09] [10]	General support
Scheduled Scheduled: 11/24/2010	City Parks Foundation	830 Fifth Avenue New York, NY 10021	\$25,000 MULTI; 2-year grant \$35,000 [09] / \$25,000 [10]	CityParks Dance
Scheduled Scheduled: 11/30/2010	Dance Theatre Etcetera	480 Van Brunt Street, Suite 203 Brooklyn, NY 11231-10014	\$10,000 MULTI; 2-year grant \$10,000 [09] [10]	DANCE PROGRAMMING

(17/8)

Scheduled	Grantee Name	Address	Amount Evaluation	Project Title
Scheduled Scheduled: 11/30/2010	Families United for Racial and Economic Equality	81 Willoughby Street, Suite 701 Brooklyn, NY 11201	\$50,000 MULTI; 2-year grant \$50,000 [09] [10]	General support
Scheduled Scheduled: 11/30/2010	Fifth Avenue Committee, Inc.	621 DeGraw Street Brooklyn, NY 11217	\$70,000 MULTI; 2-year grant \$70,000 [09] [10]	South Brooklyn Accountable Development Initiative
Paid Scheduled: 2/18/2010 Paid: 2/19/2010	Movement for Justice in El Barrio	125 E. 105th Street New York, NY 10029	\$55,000 \$50,000 for the Housing Justice Program \$5,000 for Technical Assistance (Approved at Fall 2009 meeting)	HOUSING JUSTICE PROGRAM
Scheduled Scheduled: 11/30/2010	New Dance Alliance, Inc.	182 Duane Street, 3rd Floor New York, NY 10013	\$15,000 MULTI; 2-year grant \$15,000 [09] [10]	Performance Mix Festival
Scheduled Scheduled: 6/30/2010	New York Immigration Coalition	137-139 West 25th Street, 12th Floor New York, NY 10001	\$75,000 MULTI; 2-year grant \$75,000 [09] [10]	Community Job Center Initiative
Scheduled Scheduled: 11/30/2010	Picture the Homeless	2427 Morris Avenue, 2nd Floor Bronx, NY 10468	\$40,000 MULTI; 2-year grant \$40,000 [09] [10]	General support
Scheduled Scheduled: 11/30/2010	Queens Theatre in the Park	P.O. Box 520069 Flushing, NY 11352	\$20,000 MULTI; 2-year grant \$20,000 [09] [10]	DANCE PROGRAMMING
Scheduled Scheduled: 11/30/2010	Riverside Theatre	91 Claremont Avenue New York, NY 10027	\$10,000 MULTI; 2-year grant \$10,000 [09] [10]	DANCE AT RIVERSIDE
Scheduled Scheduled: 11/30/2010	Symphony Space	2537 Broadway New York, NY 10025-6990	\$10,000 MULTI; 2-year grant \$10,000 [09] [10]	DANCE PROGRAMMING

(h/h)

Scheduled	Grantee Name	Address	Amount Evaluation	Project Title
Scheduled Scheduled: 11/30/2010	Topaz Arts, Inc.	P.O. Box 770150 Woodside, NY 11377-0150	\$10,000 MULTI; 2-year grant \$10,000 [09] [10]	TOPAZ ARTS DANCE PROGRAM
Scheduled Scheduled: 11/30/2010	White Wave Rising-Young Soon Kim Dance Company	25 Jay Street, Suite #100 Brooklyn, NY 11201	\$25,000 MULTI; 2-year grant \$25,000 [09] [10]	DANCE PROGRAMMING
Grand Totals (19 items)			\$555,000	

Mertz Gilmore Foundation
Year Ended December 31, 2009
EIN# 13-2872722
Form 990-PF

Part I, Line 14 Other employee salaries and wages

Part I, Line 15 Pension plans, employee benefits

Part I, Line 20 Occupancy

To extend its philanthropic mission, the Mertz Gilmore Foundation makes its conference room available for meetings of **nonprofit groups** on a first-come, first-served basis. The room is free of charge during the Foundation's regular hours.

In 2009, there were a total of 214 meetings held by 99 different nonprofit groups with a total of 2,171 guests at the conference room of the Mertz Gilmore Foundation.

The amounts on Part I, Lines 14 and 15 include the costs of salaries and benefits of staff who maintain the conference room.

The amounts on Part I, Line 20 include the costs of maintaining the conference room.

MERTZ GILMORE FOUNDATION

EIN: 13-2872722

12/31/09

FORM 990-PF

HOW TO APPROACH THE FOUNDATION

Please submit an inquiry letter of no more than two pages describing the mission of the organization and the purpose of the request. The Foundation will respond to all letters promptly. Do not send full proposals, video or audio cassettes, press clippings, books or other materials unless they are requested.

PROGRAM GUIDELINES AND INTERESTS

The Mertz Gilmore Foundation prefers to make general support grants to organizations whose work closely parallels its interests, but will support specific programs for political purposes such as lobbying or propaganda. Except in extraordinary circumstances, the Foundation does not provide funds for:

- endowments or annual fund appeals
- capital projects
- conferences or workshops
- sectarian religious concerns
- individual scholarships, research, fellowships, loans or travel
- film or media projects
- publications

Mertz Gilmore Foundation

EIN #13-2872722

Attachment to Year Ending 2009 Form 990-PF

EXPENDITURE RESPONSIBILITY REPORT PURSUANT TO IRC SECTION 4945(h)(3) and REGULATION 53.4945-5(d)

During 2008, the Mertz Gilmore Foundation made the following grant:

Amount Paid in Current Tax Year: \$1,000 Date Paid: 7/9/2008

Organization Name:	Turimiquire Foundation, Inc.
Organization Address:	33 Richdale Avenue Cambridge, MA 02140

Purpose of Grant: General support

A private non-profit organization which supports human service, environmental, and animal welfare projects in the Turimiquire mountain range of northeastern Venezuela. This organization is active in the areas of health and women; education and children; sustainable agriculture; microenterprise and aid to families; solar energy; animal welfare; and cultural preservation

Reporting Information: The Foundation has received and reviewed report(s) from this organization on the following date(s):

August 27, 2009

The Mertz Gilmore Foundation reviewed the grant report(s) on the date(s) mentioned above, but did not undertake any verification of the grantee's report(s) as there has been no reason to doubt the accuracy and reliability of the report(s).

The Foundation made a grant to Turimiquire Foundation, a private-operating foundation, following pre-grant inquiry and pursuant to a written agreement. The amount of grant funds expended by the grantee during this fiscal year is expected to be the entire amount of the grant. To the best knowledge, information, and belief of the Foundation, none of the funds has been diverted from the purpose of the grant.

Mertz Gilmore Foundation

EIN #13-2872722

Attachment to Year Ending 2009 Form 990-PF

EXPENDITURE RESPONSIBILITY REPORT PURSUANT TO IRC SECTION 4945(h)(3) and REGULATION 53.4945-5(d)

During 2009, the Mertz Gilmore Foundation made the following grant:

Amount Paid in Current Tax Year: \$1,000 Date Paid: 6/18/2009

Organization Name.	Turimiquire Foundation, Inc.
Organization Address.	33 Richdale Avenue Cambridge, MA 02140

Purpose of Grant: General support

A private non-profit organization which supports human service, environmental, and animal welfare projects in the Turimiquire mountain range of northeastern Venezuela. This organization is active in the areas of health and women; education and children; sustainable agriculture, microenterprise and aid to families; solar energy; animal welfare, and cultural preservation.

Reporting Information: The Foundation has received and reviewed report(s) from this organization on the following date(s):

September 1, 2010

The Mertz Gilmore Foundation reviewed the grant report(s) on the date(s) mentioned above, but did not undertake any verification of the grantee's report(s) as there has been no reason to doubt the accuracy and reliability of the report(s).

The Foundation made a grant to Turimiquire Foundation, a private-operating foundation, following pre-grant inquiry and pursuant to a written agreement. The amount of grant funds expended by the grantee during this fiscal year is expected to be the entire amount of the grant. To the best knowledge, information, and belief of the Foundation, none of the funds has been diverted from the purpose of the grant.

Mertz Gilmore Foundation
Year Ended December 31, 2009
EIN# 13-2872722
Form 990-PF

Part XI - line 2b - Income tax for 2009

2008 New York Form CT - 13, Unrelated business income tax

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Mertz Gilmore Foundation.
EIN: 13-2872722
Form 990 PF
Year Ended December 31, 2009

Attached is a conformed copy of restated by-laws.

I hereby certify that the attached copies of the by-laws are complete
and accurate copies of the original.

<i>Marianne Cappelle</i>	<i>Assistant Treasurer</i>	<i>11/15/2010</i>
Signature	Title	Date

BY-LAWS
OF
MERTZ GILMORE FOUNDATION

ARTICLE I

Purposes

The purposes of the Foundation are, as stated in the Certificate of Incorporation, to receive, hold and administer funds for scientific, educational and charitable purposes for the advancement of human knowledge and for the alleviation of human suffering, all for the public welfare and for no other purposes; and to that end to hold property of any kind, to sell, convey and dispose of it, and apply and expend it and to give such funds to worthy charitable organizations, but only for the foregoing purposes or some of them. The corporation shall engage in no activities to influence legislation. No profits or pecuniary benefits shall inure to the members, either upon dissolution of the corporation or at any other time, nor to any officer or director or individual, except that grants for the foregoing scientific, educational and charitable purposes may be to individuals other than members, officers and directors.

ARTICLE II

Office

The principal office of the Foundation shall be located in the City, County and State of New York or such other place as the Board of Directors shall from time to time determine.

ARTICLE III

Membership

The membership of the Foundation shall consist of the Directors.

ARTICLE IV

Board of Directors

Section 1. General Powers. The property, business and affairs of the Foundation shall be managed by the Board of Directors.

Section 2. Number, Terms of Office, Qualifications, and Method of Election. The number of Directors shall be such number, no less than five or more than eleven, as shall be fixed by the Board of Directors; provided, however, that no decrease in the number of Directors by action of the Board shall shorten the term of any incumbent Director. All of the Directors shall be at least eighteen years of age.

The President of the Foundation shall serve as a Director by virtue of holding the office of President.

The Board of Directors, other than the President, shall be divided into two classes as equal numerically as possible for the purposes of staggering their terms of office. Directors shall be elected for two-year terms, with their respective terms of office expiring at successive annual meetings of the Board of Directors upon the election and qualification of successors. At each annual meeting of the Board of Directors or at any adjournment thereof, successors to the class whose term then expires shall be elected by an affirmative vote of a majority of the Directors then in office, for a term of two years and until the election and qualification of their successors. If the number of Directors is changed by the Board of Directors, any newly created directorships or decrease in directorships shall be so apportioned among the classes as to make all classes as nearly equal in number as possible. A director may be elected to a maximum of four consecutive two-year terms.

Section 3. Annual Meetings. An annual meeting of the Board of Directors of the Foundation for the purposes of organization, the election of Directors and officers, and the

transaction of such other business as may properly come before the meeting shall be held at such time and place within or outside the State of New York on such date in the first or second calendar quarter of each year as shall be designated by the Board of Directors and specified in the notice of such meetings or waiver of notice thereof.

Section 4. Regular Meetings. The Board of Directors from time to time may provide by resolution for the holding of regular meetings and may fix the time and place within or outside the State of New York of such regular meetings. Except as otherwise provided by law, notice of regular meetings need not be given; provided, however, that whenever the time or place of regular meetings shall be fixed or changed by the Board, notice of such action shall be promptly given personally to each Director or mailed to the Director's residence or usual place of business.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman or Vice Chairman of the Board, the President, any Vice President, or any three Directors and may be held at such time and place within or outside the State of New York as may be specified in the respective notices or waivers of notice thereof.

Section 6. Notice of Annual Meetings. Written notice shall be given of each annual meeting of the Board of Directors. The original of such notice shall be signed by the Chairman or Secretary of the Foundation, and, unless otherwise required by law, a copy thereof shall be served personally or by mail upon each Director residing within the United States, not less than ten nor more than forty days before the meeting. If mailed, such notice shall be directed to each such Director at the address which appears on the books or records of the Foundation. Such notice shall state the time when and the place where the meeting is to be held. No notice need be given of any adjourned annual meeting.

Section 7. Notice of Special Meetings. Notice of every special meeting shall be given personally to each Director or sent by mail, telegram, or cable addressed to the Director's residence or usual place of business, at least two days before the day on which the meeting is to be held. No

notice need be given of any adjourned special meeting.

Section 8. Waiver of Notice of Meeting. Unless otherwise provided by law, no notice of the time, place, or purposes of any meeting of the Board of Directors need be given to any Director who attends such meeting without protesting, prior to or at the commencement of such meeting, the lack of notice to him or her, or to any Director who, in writing executed and filed with the records of the Foundation, either before or after the holding of such meeting, waives such notice.

Section 9. Organization. At each meeting of the Board of Directors the Chairman of the Board, or, in the Chairman's absence, the Vice Chairman or, in the absence of both such, the President shall act as chairman of such meeting and preside thereat. The Secretary or any other person whom the chairman may appoint secretary of such meeting shall act as secretary of such meeting and keep the minutes thereof.

Section 10. Quorum. At all meetings of the Board of Directors the presence in person of one-third of the whole Board, but in no event less than two Directors, shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of quorum, a majority of the Directors present may, without notice other than by announcement at the meeting, adjourn the meeting from time to time, for a period of not more than twenty days at any one time, until a quorum shall be present. At any such adjourned meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 11. Voting. At all meetings of the Board of Directors at which a quorum is present all matters, except as otherwise expressly required by law, the Certificate of Incorporation, or these By-laws, shall be decided by the vote of a majority of the Directors present.

Section 12. Resignations. Any Director may resign at any time by notice in writing to the Board of Directors, the Chairman of the Board, or the President. Unless otherwise specified in such notice, such resignation shall take effect upon receipt thereof by the Board or any such officer. If

any Director's resignation is to take effect at a future time, the Board shall have power to elect a successor to take office at such time as the resignation shall become effective.

Section 13. Removal. Any Director may be removed, either for or without cause, at any time, by the affirmative vote of a majority of all the Directors at any special meeting of the Board called for the purpose, and the vacancy caused by any such removal may be filled by the Directors at such meeting.

Section 14. Vacancies. If any vacancy shall occur in the Board of Directors by reason of death, resignation, disqualification, removal, increase in the number of Directors, or any other cause, such vacancy may be filled by the Board.

Section 15. Compensation. A Director shall not receive, directly or indirectly, any salary, compensation, or emolument from the Foundation, either as such Director or in any other capacity, unless authorized by these By-laws or by the concurring vote of a majority of all the Directors.

Section 16. Liability. In the absence of fraud or bad faith the Directors shall not be personally liable for the debts, obligations, or liabilities of the Foundation.

Section 17. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all the Directors or all the members of the committee consent in writing to the adoption of a resolution authorizing the action. (Electronic means may be utilized in obtaining the consent.) The resolution and the written consents thereto by the Directors or the members of the committee shall be filed with the minutes of the proceedings of the Board of Directors or the committee.

Section 18. Participation via Telephone Conference Call. Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating

in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE V

Committees

Section 1. Executive Committee and Other Standing Committees of the Board of Directors.

The Board, by resolution adopted by a majority of the entire Board, may elect to create an Executive Committee and other Standing Committees of the Board, to consist of at least three directors. The Chairman shall appoint the members of the Standing Committees, subject to the approval of the Board. Each member of the Executive Committee and any Standing Committees shall serve at the pleasure of the Board, which shall also have full discretion in determining the number of members of the Executive Committee and any Standing Committees. The Executive Committee shall have and may exercise all of the powers and authority of the Board, to the extent allowed by applicable New York law, but shall be required to notify the full Board of any actions it takes or decisions made, other than those in the ordinary course of operations, within a reasonable time thereafter. Standing Committees shall have the powers specifically provided in the resolutions creating them which are not inconsistent with New York law. No committee, however, shall have the authority to:

- a. fill vacancies in the Board or in any committee;
- b. amend or repeal the Bylaws or adopt new Bylaws; or
- c. amend or repeal any resolution of the Board which
by its terms shall not be so amendable or repealable.

Section 2. Other Committees of the Board of Directors. The Board may, from time to time and by a majority vote of the directors then in office, appoint committees for any purpose and may delegate to each such committee such powers as the Board may deem appropriate and which are not inconsistent with New York law. In appointing a committee, the Board shall appoint the chair of the committee, shall specify the term of the committee's existence, and shall

define the committee's powers and duties. Each committee shall consist of at least one director and shall have the power to further delegate such powers if the Board so provides in appointing the committee.

Section 3. Quorum. A majority of all of the members of the Executive Committee, any Standing Committees, or any other committees established by the Board shall constitute a quorum at any meeting thereof. Procedures of the Executive Committee, any Standing Committees, and any other committees shall be governed by rules fixed by the Board. All committee members shall serve at the pleasure of the Board.

ARTICLE VI

Officers

Section 1. Number. The officers of the Foundation shall be (if the Board of Directors shall so determine), a Chairman of the Board, a Vice Chairman, a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VI. One person may hold any two or more offices and perform the duties thereof, except the offices of President and Secretary.

Section 2. Election, Term of Office, and Qualifications. Each officer (except such officers as may be appointed in accordance with the provisions of Section 3 of this Article VI) shall be elected by the Board of Directors at its annual meeting. Each such officer shall hold office until the next annual meeting of the Board and until a successor shall have been elected and qualified, or until death, or until the Director's resignation shall become effective, or until the Director shall have been removed in the manner hereinafter provided, whichever is earliest.

Section 3. Other Officers and Agents. The Board of Directors may appoint such other officers or agents as it may deem advisable, including one or more Assistant Secretaries and one or more Assistant Treasurers, each of whom shall have such title, hold office for such period, have such authority, and perform such duties as are provided in these By-laws or as the Board may from

time to time determine.

Section 4. Resignations. Any officer may resign at any time by giving notice in writing to the Board of Directors, the Chairman of the Board, the President, or the Secretary. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board or any such officer.

Section 5. Removal. Any officer or agent may be removed, either for or without cause, by the Board of Directors at any meeting.

Section 6. Vacancies. A vacancy in any office by reason of death, resignation, removal, disqualification, or any other cause may be filled for the unexpired portion of the term in the manner prescribed by these By-laws for regular election or appointment to such office.

Section 7. The Chairman of the Board. The Chairman of the Board shall be the Foundation's chief policy officer, shall be a member of and preside at all meetings of the Board of Directors. The Chairman shall be, ex-officio, a member of all committees of the Board and shall advise with the other officers of the Foundation on matters of policy. The Chairman may sign and execute in the name of the Foundation deeds, mortgages, bonds, contracts, agreements, or other instruments authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent. The Chairman shall have such other powers and perform such other duties as may be incidental to the office, as are given by these By-laws, or as from time to time may be assigned by the Board. The Vice Chairman shall be a member of the Board of Directors and shall, in the absence of the Chairman, preside at meetings of the Board. The Vice Chairman shall, in the absence of the Chairman, have all the powers and duties of the Chairman.

Section 8. The President. The President shall be a member of the Board of Directors and shall be the chief operating officer of the Foundation and shall have general charge and control of

the affairs and property of the Foundation and general supervision over its officers and agents, subject to the direction of the Board of Directors. In the absence of the Chairman and Vice Chairman, the President shall preside at all meetings of the Board and shall see that all orders and resolutions of the Board are carried into effect. At the request of the Chairman of the Board, or in the absence or disability of the Chairman and the Vice Chairman, or if such office be vacant, the President shall perform all other duties of the Chairman of the Board. The President may sign and execute in the name of the Foundation deeds, mortgages, bonds, contracts, agreements, or other instruments authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent. The President shall have such other powers and perform such other duties as may be incidental to the office, as are given by these By-laws, or as from time to time may be assigned by the Chairman of the Board or the Board.

Section 9. The Vice Presidents. At the request of the President or in his absence or disability, the Vice President designated by the President (or in the absence of such designation, the Vice President designated by the Board of Directors) shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. The officer so designated may also sign and execute in the name of the Foundation deeds, mortgages, bonds, contracts, agreements, or other instruments authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent. Each Vice President shall have such other powers and perform such other duties as are provided by these By-laws or as from time to time may be assigned by the Board or the President.

Section 10. The Secretary. The Secretary shall

(a) record all the proceedings of the meetings of the Board of Directors in a book or books to be kept for that purpose;

(b) cause all notices to be duly given in accordance with the provisions of these By-laws and as required by law;

(c) take and retain custody of the records and of the seal of the Foundation, and cause such seal to be affixed to all instruments the execution of which on behalf of the Foundation under its seal shall have been duly authorized;

(d) see that the lists, books, reports, statements, certificates, and other documents and records required by law are properly kept and filed; and

(e) in general, have such other powers and perform such other duties as may be incidental to the office, as are provided by these By-laws, or as from time to time may be assigned by the Board or the Chairman, Vice Chairman, or President.

Section 11. The Treasurer. The Treasurer shall

(a) have charge of and supervision over and be responsible for the funds, securities, receipts, and disbursements of the Foundation;

(b) cause the moneys and other valuable effects of the Foundation to be deposited in the name and to the credit of the Foundation in such banks or trust companies or with such bankers or other depositaries as shall be selected in accordance with Section 2 of Article VIII of these By-laws or to be otherwise dealt with in such manner as the Board of Directors may direct;

(c) cause the funds of the Foundation to be disbursed by checks or drafts upon the authorized depositaries of the Foundation, and cause to be taken and preserved proper vouchers for all moneys disbursed;

(d) render to the Board or the President, whenever requested, a statement of the financial condition of the Foundation and of all its transactions;

(e) cause to be kept at the office of the Foundation correct books of account of all its business and transactions and exhibit such books to any Director upon application at such office during business hours; and

(f) in general, have such other powers and perform such other duties as may be incidental to the office, as are provided by these By-laws, or as from time to time may be assigned by the Board or the President.

Section 12. Assistant Secretaries. Any Assistant Secretary shall perform all duties of the Secretary when so requested by the Board, Chairman, Vice Chairman, or President in the absence or disability of the Secretary and, when so acting, shall have all the powers of, and be subject to all restrictions upon, the Secretary. The Assistant Secretary shall have such other powers and perform such other duties as may be assigned from time to time by the Board of Directors, the Chairman, the President, or the Secretary.

Section 13. Assistant Treasurers. Any Assistant Treasurer shall perform all duties of the Treasurer when so requested by the Chairman, Vice Chairman, or President or in the absence or disability of the Treasurer and, when so acting, shall have all the powers of, and be subject to all restrictions upon, the Treasurer. The Assistant Treasurer shall have such other powers and perform such other duties as may be assigned from time to time by the Board of Directors, the Chairman, the President, or the Treasurer.

Section 14. Salaries. An officer of the Foundation shall not receive, directly or indirectly, any salary, compensation, or emolument from the Foundation, either as such officer or in any other capacity, unless authorized by these By-laws or by the concurring vote of a majority of all the Directors.

Section 15. Surety Bonds. In case the Board of Directors shall so require, any officer, agent, or employee of the Foundation shall execute to the Foundation a bond in such sum and with

such surety or sureties as the Board may direct, conditioned upon the faithful performance of all assigned duties, including responsibility for negligence and the accounting for all property, moneys, or securities of the Foundation which may come into his or her hands.

ARTICLE VII

Reimbursement and Indemnification of Directors, Officers, Employees, and Members of Committees

(a) The Foundation shall indemnify any person made a party to an action by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that such person, or the testator or intestate of such person, is or was a Director, officer or employee of the Foundation, or a member of a committee of the Foundation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by such person in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such person is adjudged to have breached his or her duties to the Foundation.

(b) The Foundation shall also indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Foundation to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type of kind, domestic or foreign, of any partnership, joint venture, trust, employee benefit plan or other enterprise, which any Director or officer of the Foundation or any member of a committee of the Foundation, served in any capacity at the request of the Foundation, by reason of the fact that such person, or the testator or intestate of such person, was a Director, officer or employee of the Foundation or a member of a Committee of the Foundation, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such person acted in good faith for a purpose which such person reasonably believed to be in or, in the case of service for any other corporation or any partnership, joint

venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Foundation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that such conduct was unlawful.

(c) The right of indemnification provided for under this Article shall not be deemed exclusive of any rights or indemnities to which such Director, officer, employee, or member of a committee may otherwise be entitled. Any amount payable by way of indemnity shall be determined by, and paid in accordance with, such procedure as at the time shall be provided for, or permitted, by statute.

ARTICLE VIII

Execution of Instruments and

Deposit of Funds

Section 1. Execution of Instruments. The Board of Directors may authorize any officer or officers or agent or agents of the Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

Section 2. Deposits. All funds of the Foundation not otherwise employed shall be deposited from time to time to its credit in such banks or trust companies or with such bankers or other depositaries as the Board of Directors may select, or as may be selected by any officer or officers or agent or agents authorized so to do by the Board. For the purpose of deposit and for the purpose of collection for the account of the Foundation, checks, drafts, and other orders for the payments of money which are payable to the order of the Foundation may be endorsed, assigned, and delivered by any officer or agent of the Foundation.

Section 3. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers or agent or agents of the Foundation, and in such manner, as from time to time shall be determined by the Board of Directors.

Section 4. Sale or Transfer of Securities. Stock certificates, notes, bonds, or other securities held or owned by the Foundation may be sold, transferred, or otherwise disposed of when endorsed for transfer by such officer or officers or agent or agents of the Foundation, and in such manner, as shall be determined from time to time by the Board of Directors.

Section 5. Proxies. Proxies to vote with respect to shares of stock of other corporations owned by or standing in the name of the Foundation may be executed and delivered from time to time on behalf of the Foundation by the Chairman of the Board, the President, any Vice President, or the Secretary of the Foundation or by any other person or persons thereunto authorized by the Board of Directors.

ARTICLE IX

Contracts with Directors and Officers

(a) No contract or other transaction between the Foundation and one or more of its Directors or officers, or between the Foundation and any other corporation, firm, association or other entity in which one or more of its Directors or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or officer or officers are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose if the material facts as to such Director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officer.

(b) If such good faith disclosure of the material facts as to the Director's or officer's interest in the contract or transaction and as to any such common directorship, officership or financial interest, is made to the Directors or known to the Board or committee authorizing such contract or transaction, as provided in paragraph (a), the contract or transaction may not be avoided by the Foundation for the reasons set forth in paragraph (a). If there was no such disclosure or knowledge, or if the vote of such interested Director or officer was necessary for the authorization of such contract or transaction at a meeting of the Board or committee at which it was authorized, the Foundation may avoid the contract or transaction unless the party or parties thereto shall establish affirmatively that the contract or transaction was fair and reasonable as to the Foundation at the time it was authorized by the Board or such committee.

(c) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes such contract or transaction.

(d) A Director or officer having so disclosed such interest shall not be liable to the Foundation or to any creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction; nor shall any such Director or officer be accountable for any gains or profits realized thereon. The provisions of this Article IX shall not be considered to invalidate or in any way affect any contract or other transaction which otherwise would be valid under the law applicable thereto.

ARTICLE X

Corporate Seal

The corporate seal shall be circular in form and shall bear the name of the Foundation and words and figures denoting its organization under the laws of the State of New York and the year thereof and otherwise shall be in such form as shall be approved from time to time by the Board of Directors.

ARTICLE XI

Fiscal Year

The fiscal year of the Foundation shall be the calendar year.

ARTICLE XII

Amendments

Any of these By-laws may be amended, altered, repealed, or added to, and new By-laws may be made, by the affirmative vote of a majority of the Directors given at any meeting of the Board of Directors; provided that the provisions of Article I of these By-laws shall not be amended, altered, or repealed, and no by-law shall be adopted which shall be inconsistent with any such provision, unless simultaneously therewith or prior thereto a corresponding change shall have been made in the provisions of the Certificate of Incorporation.

Previous Revision: April 2008

Current Revision: April 16, 2009

Form 990-PF

Total	10,289,855	12,561,179
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THE MERTZ GILMORE FOUNDATION
ACCOUNT # 440581560
BASE CURRENCY: U.S. DOLLAR

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL
TRADE DATE BASIS
AS OF DEC 31 2009

PAGE 4

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
21,600.0000	99 CENTS ONLY STORES	10.3591	223,757.32	13.0700	282,312.00		N/A	0.00
24,900.0000	ACXION CORP	10.5268	262,118.44	13.4200	334,158.00	5,976	1.79	0.00
32,000.0000	ADVANTAGE OIL & GAS LTD	5.5944	179,021.01	6.5200	208,640.00		N/A	0.00

EQUITIES
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U.S. Dollar

STATEMENT I (2/8)

THE MERTZ GILMORE FOUNDATION
ACCOUNT # 440581560
BASE CURRENCY: U.S. DOLLAR

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL
TRADE DATE BASIS
AS OF DEC 31 2009

PAGE 5

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar								
			Cont					
4,400.0000	AIR METHODS CORP	31.5391	138,772.06	33.6200	147,928.00		N/A	0.00
15,300.0000	ALLSCRIPTS-MISYS HEALTHCARE SO	8.9162	136,418.14	20.2300	309,519.00		N/A	0.00
7,400.0000	AMERIGROUP CORP	26.2502	194,251.76	26.9600	199,504.00		N/A	0.00
5,500.0000	ASPEN INSURANCE HOLDING LTD	24.0808	132,444.21	25.4500	139,975.00	3,300	2.36	0.00
5,000.0000	BALLY TECHNOLOGIES	40.2112	201,056.12	41.2900	206,450.00		N/A	0.00
7,900.0000	BRADY CORP CL A	31.4966	248,823.42	30.0100	237,079.00	5,530	2.33	0.00
5,700.0000	COSTAR GROUP INC	33.3308	189,985.81	41.7700	238,089.00		N/A	0.00
3,100.0000	COVANCE INC	36.5947	113,443.56	54.5700	169,167.00		N/A	0.00
5,700.0000	DENTSPLY INTERNATIONAL INC	21.8195	124,371.00	35.1700	200,469.00	1,140	0.57	285.00
3,100.0000	DEVRY INC	34.8362	107,992.28	56.7300	175,863.00	620	0.35	310.00
6,300.0000	GARDNER DENVER INC	31.4958	198,423.55	42.5500	268,065.00	1,260	0.47	0.00
10,700.0000	GARTNER INC CL A	15.4308	165,109.22	18.0400	193,028.00		N/A	0.00
7,125.0000	IDEX CORP	17.1961	122,522.22	31.1500	221,943.75	3,420	1.54	0.00
26,500.0000	INTERFACE INC CL A	6.6787	176,984.86	8.3100	220,215.00	265	0.12	0.00

STATEMENT I (3/8)

THE MERITZ GILMORE FOUNDATION
ACCOUNT # 440581560
BASE CURRENCY: U.S. DOLLAR

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL
TRADE DATE BASIS
AS OF DEC 31 2009

PAGE 6

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar								
			Cont					
1,800.0000	ITT EDUCATIONAL SERVICES INC	54.5709	98,227.68	95.9600	172,728.00		N/A	0.00
6,800.0000	LANCE INC	20.8166	141,552.96	26.3000	178,840.00	4,352	2.43	0.00
9,400.0000	LITTELFUSE INC	26.0563	244,928.90	32.1500	302,210.00		N/A	0.00
8,600.0000	LULULEMON ATHLETICA INC	13.2949	114,335.80	30.1000	258,860.00		N/A	0.00
6,500.0000	MINE SAFETY APPLIANCES CO	39.7074	258,098.40	26.5300	172,445.00	6,240	3.62	0.00
7,800.0000	RESOURCES CONNECTION INC	19.5553	152,531.16	21.2200	165,516.00	1,248	0.75	0.00
10,800.0000	ROVI CORP	15.8227	170,884.63	31.8700	344,196.00		N/A	0.00
11,300.0000	SEMTECH CORP	11.0782	125,183.10	17.0100	192,213.00		N/A	0.00
14,100.0000	SHUTTERFLY INC	18.7980	265,052.34	17.8100	251,121.00		N/A	0.00
12,100.0000	SOTHEBY'S	8.2869	100,271.03	22.4800	272,008.00	2,420	0.89	0.00
6,200.0000	SYNAPTICS INC	23.7520	147,262.60	30.6500	190,030.00		N/A	0.00
6,800.0000	UNITED NAT FOODS INC	18.9207	128,660.43	26.7400	181,832.00		N/A	0.00
4,000.0000	UNITED STATIONERS INC	33.4569	133,827.58	56.8500	227,400.00	1,600	0.70	0.00
6,700.0000	VALIDUS HOLDINGS LTD	24.8469	166,474.28	26.9400	180,498.00	5,360	2.97	0.00

STRENGTH I (1/2)

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
S. Dollar								
	4,300.0000 WABTEC	27.5225	118,346.68	40.8400	175,612.00	172	0.10	0.00
Total U.S. Dollar								
			5,281,132.55		7,017,913.75	42,903	0.61	595.00
Total EQUITIES								
			5,281,132.55		7,017,913.75	42,903	0.61	595.00

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THE MERTZ GILMORE FOUNDATION - EDGEWOOD
MANAGEMENT LLC
ACCOUNT # 440581570
BASE CURRENCY: U.S. DOLLAR

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2009

PAGE 4

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
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EQUITIES
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U.S. Dollar

4,846.0000	ALLERGAN INC	47.4281	229,836.57	63.0100	305,346.46	969	0.32	0.00
8,101.0000	AMERICAN TOWER CORP CL A	29.8602	241,897.48	43.2100	350,044.21		N/A	0.00

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar								
1,186.0000	APPLE INC	123.6426	146,640.13	210.8600	250,079.96		N/A	0.00
4,038.0000	CELGENE CORP	45.0882	182,066.29	55.6800	224,835.84		N/A	0.00
1,027.0000	CHE GROUP INC	297.6448	305,681.21	335.9500	345,020.65	4,724	1.37	0.00
7,379.0000	COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A	25.2459	186,289.50	45.3000	334,268.70		N/A	0.00
3,389.0000	COVANCE INC	40.1718	136,142.23	54.5700	184,937.73		N/A	0.00
1,755.0000	FIRST SOLAR INC	168.2961	295,359.70	135.4000	237,627.00		N/A	0.00
1,985.0000	GENZYME CORP GEN DIV	58.8771	116,871.04	49.0100	97,284.85		N/A	0.00
5,935.0000	GILEAD SCIENCES INC	42.8724	254,447.69	43.2800	256,866.80		N/A	0.00
3,423.0000	MONSANTO CO NEW	85.8042	293,707.66	81.7500	279,830.25	3,628	1.30	0.00
6,047.0000	NATIONAL OILWELL VARCO INC	35.9229	217,225.76	44.0900	266,612.23	2,419	0.91	0.00
2,706.0000	PRAXAIR INC	81.3456	220,121.11	80.3100	217,318.86	4,330	1.99	0.00
777.0000	PRICELINE COM INC	206.2451	160,252.44	218.5000	169,774.50		N/A	0.00
8,002.0000	QUALCOMM INC	42.3536	338,913.23	46.2600	370,172.52	5,441	1.47	0.00
11,218.0000	QUANTA SERVICES INC	21.3373	239,361.83	20.8400	233,783.12		N/A	0.00

Cont

THE HERTZ GILMORE FOUNDATION - EDGEWOOD
MANAGEMENT LLC
ACCOUNT # 440581570
BASE CURRENCY: U.S. DOLLAR

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL
TRADE DATE BASIS
AS OF DEC 31 2009

PAGE 6

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar								
6,476.0000	RESEARCH IN MOTION LTD	70.2888	455,190.04	67.5400	437,389.04		N/A	0.00
9,742.0000	SCHWAB CHARLES CORP NEW	17.3386	168,912.64	18.8200	183,344.44	2,338	1.28	0.00
3,920.0000	SOUTHWESTERN ENERGY CO	42.9742	168,458.96	48.2000	188,944.00		N/A	0.00
4,606.0000	STATE STREET CORP	47.6055	219,271.12	43.5400	200,545.24	184	0.09	46.06
12,482.0000	VESTAS WIND SYSTEMS	25.1468	313,882.36	20.3000	253,384.60		N/A	0.00
1,782.0000	VISA INC CL A	66.3262	118,193.29	87.4600	155,853.72	891	0.57	0.00
Total U.S. Dollar			5,008,722.28		5,543,264.72	24,925	0.45	46.06
Total EQUITIES			5,008,722.28		5,543,264.72	24,925	0.45	

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STATEMENT I (8/8)

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

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete **Part II** unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

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

Part I only ☐

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization	Employer identification number
	MERTZ GILMORE FOUNDATION	13-2872722
	Number, street, and room or suite no. If a P.O. box, see instructions. 218 EAST 18TH STREET	
File by the due date for filing your return See instructions	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10003-3694	

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

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

MARION WONG CAPPIELLO

- The books are in the care of ▶ **218 EAST 18TH STREET - NEW YORK, NY 10003-3694**

Telephone No. ▶ **(212) 475-1137**

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 will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☒ calendar year **2009** or
- ▶ ☐ tax year beginning _____, and ending _____.

- 2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	55,000.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	86,463.
c	Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

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

- 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	Employer identification number
	MERTZ GILMORE FOUNDATION	13-2872722
	Number, street, and room or suite no. If a P.O. box, see instructions.	For IRS use only
	218 EAST 18TH STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10003-3694	

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 ☒ 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.**MARION WONG CAPPIELLO**

- The books are in the care of **218 EAST 18TH STREET - NEW YORK, NY 10003-3694**
Telephone No. **(212) 475-1137** 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 NEEDED TO COMPILE THE INFORMATION NECESSARY TO COMPLETE THE 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	\$	55,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	86,463.
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 Mary C. Lousy Title CPA Date 8/11/10

Form 8868 (Rev. 4-2009)