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

2009

Department of the Treasury
Internal Revenue Service

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

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation FALCONHEAD FOUNDATION	A Employer identification number 13-3946281
	Number and street (or P O box number if mail is not delivered to street address) Room/suite C/O BROWN BROTHERS HARRIMAN TR CO NA	B Telephone number 212-493-8000
	City or town, state, and ZIP code 140 BROADWAY-5 FL, NEW YORK, NY 10005	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,721,164.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	198.	198.		STATEMENT 1
4 Dividends and interest from securities	45,810.	45,810.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	65,747.			
b Gross sales price for all assets on line 6a 561,740.				
7 Capital gain net income (from Part IV, line 2)		65,747.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	10,581.	0.	10,581.	STATEMENT 3
12 Total. Add lines 1 through 11	122,336.	111,755.	10,581.	
13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees	4,400.	0.	0.	4,400.
b Accounting fees	15,681.	15,681.	0.	0.
c Other professional fees				
17 Interest				
18 Taxes	12,516.	1,075.	0.	0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	16.	16.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23	32,613.	16,772.	0.	4,400.
25 Contributions, gifts, grants paid	152,500.			152,500.
26 Total expenses and disbursements. Add lines 24 and 25	185,113.	16,772.	0.	156,900.
27 Subtract line 26 from line 12	<62,777.>			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		94,983.		
c Adjusted net income (if negative, enter -0-)			10,581.	

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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	112,629.	8,443.	8,443.	
2 Savings and temporary cash investments	521,000.			
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 8	1,730,215.	2,292,624.	2,712,721.	
c Investments - corporate bonds				
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	2,363,844.	2,301,067.	2,721,164.	
Liabilities				
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances				
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
and complete lines 24 through 26 and lines 30 and 31.				
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	2,363,844.	2,301,067.		
30 Total net assets or fund balances	2,363,844.	2,301,067.		
31 Total liabilities and net assets/fund balances	2,363,844.	2,301,067.		

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	2,363,844.
2 Enter amount from Part I, line 27a	2	<62,777.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,301,067.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,301,067.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE STATEMENT	P	VARIOUS	VARIOUS
b	SEE STATEMENT	P	VARIOUS	VARIOUS
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	285,723.		252,014.	33,709.
b	276,017.		243,979.	32,038.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			33,709.
b			32,038.
c			
d			
e			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	65,747.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	158,046.	2,963,254.	.053335
2007	150,000.	3,200,281.	.046871
2006	150,000.	3,028,732.	.049526
2005	141,100.	2,965,680.	.047578
2004	154,835.	3,086,214.	.050170

2	Total of line 1, column (d)	2	.247480
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	.049496
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,417,487.
5	Multiply line 4 by line 3	5	119,656.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	950.
7	Add lines 5 and 6	7	120,606.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	156,900.

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	950.
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	950.
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	950.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	11,441.
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	11,441.
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	10,491.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> 10,491. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ BROWN BROTHERS HARRIMAN TR CO. LLC Telephone no ▶ 212-493-1818 Located at ▶ 140 BROADWAY-5TH FL, NEW YORK NY ZIP+4 ▶ 10005			
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			X

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(i)(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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b		X

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

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870. N/A

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

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

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 9		0.	0.	0.

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

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

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

Part VIII

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

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

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

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.

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	2,268,360.
b	Average of monthly cash balances	1b	185,942.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,454,302.
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	2,454,302.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	36,815.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,417,487.
6	Minimum investment return. Enter 5% of line 5	6	120,874.

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	120,874.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	950.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	950.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	119,924.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	119,924.
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	119,924.

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	156,900.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	156,900.
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	950.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	155,950.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				119,924.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			139,531.	
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				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 156,900.				
a Applied to 2008, but not more than line 2a			139,531.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				17,369.
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))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				102,555.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	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				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

BROWN BROTHERS HARRIMAN & CO.
 PORTVUE - B07523.LBX
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 AUDIT: 04 DESPCT: 0.00
 DTCNO: 3820560
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PORTFOLIO EVALUATION FOR
 FALCONHEAD FOUNDATION INC

AS OF DATE: December 31, 2009

	SECURITY DESCRIPTION	PURCHASE DATE	ORIGINAL COST	COST/UNIT	12/31 PRICE	CURRENT VALUE	% VALUE	GAIN/(-LOSS)	ANNUAL YTM/INCOME YLD
@	4,500 DELL INC	(DELL) 01/07/09	50,478.75	11.22	14.36	64,620	2.4	14,141	
@	275 DENTSPLY INTL INC	(XRAY 4) 10/29/08	8,223.13	29.90	35.17	9,672	0.4	1,449	55 0.6
@	800 DENTSPLY INTL INC	(XRAY 4) 10/30/08	23,769.52	29.71	35.17	28,136	1.0	4,366	160 0.6
@	750 DENTSPLY INTL INC	(XRAY 4) 11/21/08	18,657.98	24.88	35.17	26,378	1.0	7,720	150 0.6
	1,825 DENTSPLY INTL INC	(XRAY 4)	50,650.63	27.75		64,185	2.4	13,535	365 0.6
@	450 DIAGEO PLC- SPONSORED ADR	(DEO 1) 10/06/08	26,866.40	59.70	69.41	31,235	1.1	4,368	1,019 3.3
@	275 DIAGEO PLC- SPONSORED ADR	(DEO 1) 10/08/08	16,442.17	59.79	69.41	19,088	0.7	2,646	623 3.3
@	125 DIAGEO PLC- SPONSORED ADR	(DEO 1) 10/09/08	7,119.59	56.96	69.41	8,676	0.3	1,557	283 3.3
@	75 DIAGEO PLC- SPONSORED ADR	(DEO 1) 10/10/08	4,223.59	56.31	69.41	5,206	0.2	982	170 3.3
@	125 DIAGEO PLC- SPONSORED ADR	(DEO 1) 11/21/08	6,441.53	51.53	69.41	8,676	0.3	2,235	283 3.3
@	50 DIAGEO PLC- SPONSORED ADR	(DEO 1) 10/14/09	3,075.71	61.51	69.41	3,471	0.1	395	113 3.3
@	75 DIAGEO PLC- SPONSORED ADR	(DEO 1) 10/15/09	4,688.88	62.52	69.41	5,206	0.2	517	170 3.3
@	75 DIAGEO PLC- SPONSORED ADR	(DEO 1) 10/16/09	4,687.36	62.50	69.41	5,206	0.2	518	170 3.3
	1,250 DIAGEO PLC- SPONSORED ADR	(DEO 1)	73,545.23	58.84		86,763	3.2	13,217	2,831 3.3
@	1,975 EBAY INC	(EBAY 5) 01/07/09	28,890.31	14.63	23.53	46,472	1.7	17,581	
@	1,225 EBAY INC	(EBAY 5) 01/23/09	14,604.70	11.92	23.53	28,824	1.1	14,220	
	3,200 EBAY INC	(EBAY 5)	43,495.01	13.59		75,296	2.8	31,801	
@	375 ECOLAB INC	(ECL 4) 04/14/09	13,931.86	37.15	44.58	16,718	0.6	2,786	233 1.4
@	125 ECOLAB INC	(ECL 4) 04/15/09	4,672.12	37.38	44.58	5,573	0.2	900	78 1.4
	500 ECOLAB INC	(ECL 4)	18,603.98	37.21		22,290	0.8	3,686	310 1.4
@	375 EOG RESOURCES INC	(EOG 1) 10/19/09	34,799.74	92.80	97.30	36,488	1.3	1,688	218 0.6
@	150 EOG RESOURCES INC	(EOG 1) 10/28/09	12,811.01	85.41	97.30	14,595	0.5	1,784	87 0.6
	525 EOG RESOURCES INC	(EOG 1)	47,610.75	90.69		51,083	1.9	3,472	305 0.6
@	475 GRAINGER, W W INC	(GWW 3) 09/29/08	39,491.50	83.14	96.83	45,994	1.7	6,503	874 1.9
@	2,575 INTUIT INC	(INTU O) 01/07/09	64,985.27	25.24	30.73	79,130	2.9	14,144	
@	1,025 JOHNSON & JOHNSON	(JNJ 3) 11/18/09	63,946.27	62.39	64.41	66,020	2.4	2,074	2,009 3.0
@	75 JOHNSON & JOHNSON	(JNJ 3) 11/19/09	4,659.70	62.13	64.41	4,831	0.2	171	147 3.0
	1,100 JOHNSON & JOHNSON	(JNJ 3)	68,605.97	62.37		70,851	2.6	2,245	2,156 3.0
@	1,825 LIBERTY GLOBAL INC COM SER A	(LBTYAD) 01/07/09	32,016.89	17.54	21.89	39,949	1.5	7,932	
@	4,750 LIBERTY MEDIA HLDG CORP INTERACTIVE A	(LBTYAD) 01/07/09	16,843.50	3.55	10.84	51,490	1.9	34,647	
@	1,950 MICROSOFT CORP	(MSFT 3) 09/15/06	52,377.00	26.86	30.48	59,436	2.2	7,059	1,014 1.7
@	725 MICROSOFT CORP	(MSFT 3) 10/08/08	16,864.15	23.26	30.48	22,098	0.8	5,234	377 1.7
	2,675 MICROSOFT CORP	(MSFT 3)	69,241.15	25.88		81,534	3.0	12,293	1,391 1.7

BROWN BROTHERS HARRIMAN & CO.
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PORTFOLIO EVALUATION FOR
 FALCONHEAD FOUNDATION INC

AS OF DATE: December 31, 2009

SECURITY DESCRIPTION	PURCHASE DATE	ORIGINAL COST	COST/UNIT	12/31 PRICE	CURRENT VALUE	% VALUE	GAIN/(-LOSS)	ANNUAL INCOME YTD	YTM/ YLD
1,375 NESTLE S A SPONS ADR	(NSRGY9) 08/13/08	63,208.75	45.97	48.56	66,773	2.5	3,565	1,106	1.7
1,475 NESTLE S A SPONS ADR	(NSRGY9) 08/21/08	65,711.25	44.55	48.56	71,630	2.6	5,918	1,186	1.7
2,850 NESTLE S A SPONS ADR	(NSRGY9)	128,920.00	45.24		138,403	5.1	9,483	2,291	1.7
900 NOVARTIS AG - ADR	(NVS 7) 03/17/06	51,177.51	56.86	54.43	48,987	1.8	-2,191	1,309	2.7
850 NOVARTIS AG - ADR	(NVS 7) 08/21/08	47,285.50	55.63	54.43	46,266	1.7	-1,020	1,236	2.7
1,750 NOVARTIS AG - ADR	(NVS 7)	98,463.01	56.26		95,253	3.5	-3,211	2,545	2.7
1,600 OCCIDENTAL PETROLEUM CORP	(OXY 4) 10/21/05	56,241.36	35.15	81.35	130,160	4.8	73,919	2,112	1.6
800 PEPSCO INC	(PEP 4) 04/07/03	31,460.26	39.33	60.80	48,640	1.8	17,180	1,440	3.0
125 PEPSCO INC	(PEP 4) 10/28/08	6,651.64	53.21	60.80	7,600	0.3	948	225	3.0
125 PEPSCO INC	(PEP 4) 11/17/08	6,626.21	53.01	60.80	7,600	0.3	974	225	3.0
50 PEPSCO INC	(PEP 4) 11/18/08	2,609.12	52.18	60.80	3,040	0.1	431	90	3.0
1,100 PEPSCO INC	(PEP 4)	47,347.23	43.04		66,880	2.5	19,533	1,980	3.0
1,100 PROGRESSIVE CORP OHIO	(PGR 2) 08/13/08	20,403.68	18.55	17.99	19,789	0.7	-615		
3,175 PROGRESSIVE CORP OHIO	(PGR 2) 08/21/08	56,673.75	17.85	17.99	57,118	2.1	445		
275 PROGRESSIVE CORP OHIO	(PGR 2) 11/21/08	3,302.97	12.01	17.99	4,947	0.2	1,644		
4,550 PROGRESSIVE CORP OHIO	(PGR 2)	80,380.40	17.67		81,855	3.0	1,474		
2,075 U S BANCORP	(USB 4) 12/18/09	46,066.67	22.20	22.51	46,708	1.7	642	415	0.9
475 VULCAN MATERIALS CO	(VMC 3) 08/13/08	32,870.76	69.20	52.67	25,018	0.9	-7,853	475	1.9
400 VULCAN MATERIALS CO	(VMC 3) 08/21/08	30,098.96	75.25	52.67	21,068	0.8	-9,031	400	1.9
75 VULCAN MATERIALS CO	(VMC 3) 06/11/09	3,075.00	41.00	52.67	3,950	0.1	875	75	1.9
50 VULCAN MATERIALS CO	(VMC 3) 06/12/09	2,176.50	43.53	52.67	2,634	0.1	457	50	1.9
325 VULCAN MATERIALS CO	(VMC 3) 06/17/09	14,624.29	45.00	52.67	17,118	0.6	2,493	325	1.9
150 VULCAN MATERIALS CO	(VMC 3) 11/17/09	7,535.72	50.24	52.67	7,901	0.3	365	150	1.9
150 VULCAN MATERIALS CO	(VMC 3) 11/19/09	7,436.30	49.58	52.67	7,901	0.3	464	150	1.9
1,625 VULCAN MATERIALS CO	(VMC 3)	97,817.53	60.20		85,589	3.1	-12,229	1,625	1.9
1,575 WALGREEN CO	(WAG 3) 01/07/09	42,548.63	27.02	36.72	57,834	2.1	15,285	866	1.5
1,500 WAL-MART STORES INC	(WMT 4) 09/26/06	73,395.00	48.93	53.45	80,175	2.9	6,780	1,635	2.0
550 WAL-MART STORES INC	(WMT 4) 09/29/08	32,389.50	58.89	53.45	29,398	1.1	-2,992	600	2.0
2,050 WAL-MART STORES INC	(WMT 4)	105,784.50	51.60		109,573	4.0	3,788	2,235	2.0
1,475 WASTE MANAGEMENT INC.	(WM 3) 08/13/08	52,200.25	35.39	33.81	49,870	1.8	-2,331	1,711	3.4
1,950 WASTE MANAGEMENT INC.	(WM 3) 08/21/08	67,423.59	34.58	33.81	65,930	2.4	-1,494	2,262	3.4
150 WASTE MANAGEMENT INC.	(WM 3) 08/03/09	4,246.58	28.31	33.81	5,072	0.2	825	174	3.4
50 WASTE MANAGEMENT INC.	(WM 3) 08/04/09	1,419.22	28.38	33.81	1,691	0.1	271	58	3.4
3,625 WASTE MANAGEMENT INC.	(WM 3)	125,289.64	34.56		122,561	4.5	-2,728	4,205	3.4

BROWN BROTHERS HARRIMAN & CO.
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PORTFOLIO EVALUATION FOR
 FALCONHEAD FOUNDATION INC

AS OF DATE: December 31, 2009

SECURITY DESCRIPTION	PURCHASE DATE	ORIGINAL COST	COST/UNIT	12/31 PRICE	CURRENT VALUE	% VALUE	GAIN/(-LOSS)	ANNUAL YTM/INCOME YLD
(XTO 4) XTO ENERGY INC	03/17/06	64,078.35	34.18	46.53	87,244	3.2	23,165	938 1.1
COMMON STOCKS		\$ 1,889,681			\$ 2,307,956	84.8%	418,275	36,295 1.6
TOTAL								
FOREIGN COMMON STOCKS								
5,622 BBH INTERNATIONAL EQUITY FUND CL N	12/12/05	75,000.00	13.34	12.44	69,940	2.6	-5,060	1,051 1.5
MUTUAL FUNDS - FIXED INCOME								
32,761 BBH BROAD MARKET FUND CL N	06/30/09	327,942.01	10.01	10.22	334,822	12.3	6,880	8,747 2.6
TOTAL SUPERVISED HOLDINGS		\$ 2,301,069			\$ 2,721,164	100.0%	420,095	46,093 1.7

THE LAST DIGIT IN THE TICKER SYMBOL REPRESENTS THE NEXT DIVIDEND PAYMENT MONTH
 @ INDICATES OPTIONAL SECURITIES

 --2009 YTD-- POTENTIAL
 \$ 33,708.98 \$ 144,903.71
 \$ 32,038.29 \$ 275,191.36
 TIME PERIOD: (FY 12/31)
 REALIZED SHORT TERM GAIN/LOSS(35.0%):
 REALIZED LONG TERM GAIN/LOSS(15.0%):
 MAXIMUM 2009 TAX LIAB. 35.0% STG: \$ 11,798.14 \$ 50,716.30
 MAXIMUM 2009 TAX LIAB. 15.0% LTG: \$ 4,805.74 \$ 41,278.70
 TOTAL EST. TAX: \$ 16,603.89 \$ 91,995.00

Schedule of Sales/Redemptions/Maturities

For Period: January 1, 2009 to December 31, 2009

Trade Date	Par/ Shares	Security Description	Purchase Date	Original Cost	Amortization/ Accretion *	Adjusted Cost	Price	Disposition Proceeds	Gain/ (Loss)
Short-Term Capital Gains/(Losses)									
03/19/09	975	INTUIT INC	01/07/09	24,606.08	0.00	24,606.08	26.55	25,890.68	1,284.60
04/14/09	525	BED BATH & BEYOND INC	09/29/08	16,243.50	0.00	16,243.50	30.46	15,989.19	(254.31)
05/12/09	200	LIBERTY GLOBAL INC COM SER A	01/07/09	3,508.70	0.00	3,508.70	16.14	3,227.61	(281.09)
06/05/09	225	AFLAC INC	02/06/09	4,829.07	0.00	4,829.07	33.63	7,565.79	2,736.72
06/08/09	200	AFLAC INC	02/06/09	4,292.50	0.00	4,292.50	33.47	6,694.82	2,402.32
07/01/09	925	LIBERTY GLOBAL INC COM SER A	01/07/09	16,227.74	0.00	16,227.74	15.97	14,768.06	(1,459.68)
08/07/09	1,125	EBAY INC	01/07/09	16,456.50	0.00	16,456.50	22.71	25,550.56	9,094.06
09/14/09	925	EBAY INC	01/07/09	13,530.90	0.00	13,530.90	23.58	21,811.11	8,280.21
10/12/09	750	WALGREEN CO	01/07/09	20,261.25	0.00	20,261.25	38.97	29,225.39	8,964.14
12/16/09	3,790.6160	BBH BROAD MARKET FUND CL N 2.440%	06/30/09	37,944.07	0.00	37,944.07	10.27	38,929.63	985.56
12/16/09	5,946.4820	BBH BROAD MARKET FUND CL N 2.440%	07/28/09	60,000.00	0.00	60,000.00	10.27	61,070.37	1,070.37
12/21/09	3,407.9840	BBH BROAD MARKET FUND CL N 2.440%	06/30/09	34,113.92	0.00	34,113.92	10.27	35,000.00	886.08
				<u>252,014.23</u>	<u>0.00</u>	<u>252,014.23</u>	<u>205,723.21</u>		<u>33,708.98</u>
Long-Term Capital Gains/(Losses)									
04/21/09	575	AFLAC INC	09/15/06	25,864.07	0.00	25,864.07	26.69	15,347.55	(10,516.52)
05/04/09	1,300	PRAXAIR INC	04/27/05	59,340.32	0.00	59,340.32	76.61	99,586.92	40,246.60
05/18/09	575	AFLAC INC	09/15/06	25,864.08	0.00	25,864.08	34.96	20,100.96	(5,763.12)
06/05/09	350	AFLAC INC	09/15/06	15,743.35	0.00	15,743.35	33.63	11,769.00	(3,974.35)
10/12/09	200	GRAINGER, W W INC	08/13/08	18,490.32	0.00	18,490.32	93.48	18,696.73	206.41
10/12/09	100	GRAINGER, W W INC	09/29/08	8,314.00	0.00	8,314.00	93.48	9,348.37	1,034.37
10/29/09	475	CADBURY PLC SPONS ADR	08/13/08	22,418.10	0.00	22,418.10	51.15	24,294.33	1,876.23

Schedule of Sales/Redemptions/Maturities

For Period: January 1, 2009 to December 31, 2009

Trade Date	Par/ Shares	Security Description	Purchase Date	Original Cost	Amortization/ Accretion *	Adjusted Cost	Price	Disposition Proceeds	Gain/ (Loss)
11/09/09	175	CADBURY PLC SPONS ADR	08/13/08	8,259.30	0.00	8,259.30	50.80	8,890.12	630.82
11/09/09	150	CADBURY PLC SPONS ADR	08/21/08	6,968.52	0.00	6,968.52	50.80	7,620.10	651.58
11/10/09	125	CADBURY PLC SPONS ADR	08/21/08	5,807.10	0.00	5,807.10	50.71	6,339.29	532.19
'16/09	1,050	MICROSOFT CORP	09/15/06	28,203.00	0.00	28,203.00	29.67	31,152.27	2,949.27
'17/09	225	GRAINGER, W W INC	09/29/08	18,706.50	0.00	18,706.50	101.65	22,871.31	4,164.81
		Total Long-Term Capital Gains/(Losses)		243,978.66	0.00	243,978.66		276,016.95	32,038.29
		Total Sales/Redemptions/Maturities		495,992.89	0.00	495,992.89		561,740.16	\$65,747.27

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

SOURCE	AMOUNT
BROWN BROTHERS HARRIMAN-IBC	198.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	198.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROWN BROTHERS HARRIMAN-DOMESTIC	45,810.	0.	45,810.
TOTAL TO FM 990-PF, PART I, LN 4	45,810.	0.	45,810.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
2008 OVERPAYMENT APPLIED	10,581.	0.	10,581.
TOTAL TO FORM 990-PF, PART I, LINE 11	10,581.	0.	10,581.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEE	4,400.	0.	0.	4,400.
TO FORM 990-PF, PG 1, LN 16B	4,400.	0.	0.	4,400.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	15,681.	15,681.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	15,681.	15,681.	0.	0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,075.	1,075.	0.	0.
FEDERAL EXCISE TAXES	860.	0.	0.	0.
2008 OVERPAYMENT	10,581.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	12,516.	1,075.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR FEES	16.	16.	0.	0.
TO FORM 990-PF, PG 1, LN 23	16.	16.	0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AFLAC INC	0.	0.
AUTOMATIC DATA PROCESSING	26,319.	54,596.
BBH INTERNATIONAL EQUITY FUND	75,000.	69,940.
BED BATH & BEYOND INC	34,701.	45,367.
BERKSHIRE HATHAWAY INC	118,012.	147,870.
CADBURY PLC SPONS ADR	33,706.	39,827.

CHUBB CORP	84,603.	89,754.
COCA COLA CO	86,366.	96,900.
COSTCO COMPANIES INC	37,467.	78,400.
DENTSPLY INTL INC	50,651.	64,185.
DIAGEO PLC- SPONSORED ADR	73,545.	86,763.
GRAINGER, W W INC	39,492.	45,994.
MICROSOFT CORP	69,241.	81,534.
NESTLE S A SPONS ADR	128,920.	138,403.
NOVARTIS AG - ADR	98,463.	95,253.
OCCIDENTAL PETROLEUM	56,241.	130,160.
PEPSICO INC	47,347.	66,880.
PRAXAIR INC	0.	0.
PROGRESSIVE CORP OHIO	80,380.	81,855.
VULCAN MATERIALS CO	97,818.	85,589.
WAL-MART STORES INC	105,785.	109,573.
WASTE MANAGEMENT INC.	125,290.	122,561.
XTO ENERGY INC	64,078.	87,244.
DELL INC	50,479.	64,620.
EBAY INC	43,495.	75,296.
ECOLAB INC	18,604.	22,290.
EOG RESOURCES INC	47,611.	51,083.
INTUIT INC	64,985.	79,130.
JOHNSON & JOHNSON	68,606.	70,851.
LIBERTY GLOBAL INC COM SER A	32,017.	39,949.
LIBERTY MEDIA HLDG CORP INTERACTIVE A	16,844.	51,490.
US BANCORP	46,067.	46,708.
WALGREEN CO	42,549.	57,834.
BBH BROAD MARKET FUND CL N	327,942.	334,822.
TOTAL TO FORM 990-PF, PART II, LINE 10B	<u>2,292,624.</u>	<u>2,712,721.</u>

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BEHIND THE BOOK 145 WEST 96TH STREET, SUITE 1E NEW YORK, NY 10025	NONE CHARITABLE	501(3)(C)	1,000.
BYERS SCHOOL FOUNDATION 210 W.RITTENHOUSE SQ, STE 400 PHILADELPHIA, PA 19103	NONE CHARITABLE	501(3)(C)	10,000.
CHURCH OF THE ADVOCATE (GRAND AS PARENTS PROGRAM) 18TH & DIAMOND STREET PHILADELPHIA, PA 19121	NONE CHARITABLE	501(3)(C)	5,000.
CRADLES TO CRAYONS 82 MYRTLE STREET, QUINCY, MA 02171	NONE CHARITABLE	501(3)(C)	5,000.
DE LA SALLE ACADEMY 202 W 97TH ST, NEW YORK, NY 10025	NONE CHARITABLE	501(3)(C)	7,000.
EDUCATING COMMUNITIES FOR PARENTING 211 N 13TH ST, STE 701 PHILADELPHIA, PA 19107	NONE CHARITABLE	501(3)(C)	5,000.
EPISCOPAL COMMUNITY SERVICES 225 S THIRD ST, PHILADELPHIA, PA 19106	NONE BUTTERFLY PROGRAM	501(3)(C)	20,000.
GESU SCHOOL 1700 WEST THOMPSON STREET PHILADELPHIA, PA 19121	NONE CHARITABLE	501(3)(C)	10,000.

FALCONHEAD FOUNDATION

13-3946281

GLOBAL AIDS INTERFAITH ALLIANCE P.O. BOX 29110 SAN FRANCISCO, CA 94129	NONE CHARITABLE	501(3)(C)	10,000.
HARLEM ACADEMY 1330 FIFTH AVENUE NEW YORK, NY 10026	NONE CHARITABLE	501(3)(C)	7,500.
HEIFER PROJECT INTERNATIONAL P.O. BOX 8058 LITTLE ROCK, AR 72203	NONE CHARITABLE	501(3)(C)	8,000.
MASTERY CHARTER HIGH SCHOOL 35 SOUTH 4TH STREET PHILADELPHIA , PA 19106	NONE CHARITABLE	501(3)(C)	16,000.
METROPOLITAN CAREER CENTER 162 W. CHELTEN AVE, PHILADELPHIA , PA 19110	NONE CHARITABLE	501(3)(C)	10,000.
RADNOR FOUNDATION 354 W LANCASTER AVE, RADNOR, PA 19087	NONE CHARITABLE	501(3)(C)	8,000.
ST. BERNARD'S SCHOOL 401 WASHINGTON ROAD PITTSBURGH, PA 15216	NONE CHARITABLE	501(3)(C)	25,000.
TEACH FOR AMERICA GREATER PHILADELPHIA 714 MARKET ST, PHILADELPHIA, PA 19106	NONE CHARITABLE	501(3)(C)	5,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

152,500.