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## Return of Private Foundation

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Serviceor 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

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☒ Address change☐ Name changeUse the IRS  
label.Otherwise,  
print  
or type  
See Specific  
Instructions

Name of foundation

KLIMLEY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

C/O B KLIMLEY, 125 PARKWAY ROAD

Room/suite

1306

City or town, state, and ZIP code

BRONXVILLE, NY 10708

A Employer identification number

13-3993555

B Telephone number

914-793-3804

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year  
(from Part II, col (c), line 16)

\$ 186,170. (Part I, column (d) must be on cash basis.)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

## 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)

1	Contributions, gifts, grants, etc., received	55,000.			
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	3,164.	3,164.	3,164.	STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-9,031.			
b	Gross sales price for all assets on line 6a	16,948.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain			N/A	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	49,133.	3,164.	3,164.	
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				
b	Accounting fees				
c	Other professional fees	STMT 2	2,229.	2,229.	0.
17	Interest				
18	Taxes	STMT 3	50.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 4	120.	0.	0.
24	Total operating and administrative expenses. Add lines 13 through 23		2,399.	2,229.	0.
25	Contributions, gifts, grants paid		56,000.		56,000.
26	Total expenses and disbursements. Add lines 24 and 25		58,399.	2,229.	0.
27	Subtract line 26 from line 12:		-9,266.		
a	Excess of revenue over expenses and disbursements			935.	
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)			3,164.	

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<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			6,021.	801.	801.
	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	STMT 5				
	b Investments - corporate stock			199,021.	194,975.	185,369.
	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 <b>Total assets</b> (to be completed by all filers)				205,042.	195,776.	186,170.
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22)				0.	0.	
<b>Net Assets or Fund Balances</b>	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			205,042.	195,776.	
	30 <b>Total net assets or fund balances</b>			205,042.	195,776.	
	31 <b>Total liabilities and net assets/fund balances</b>			205,042.	195,776.	

**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	205,042.
2 Enter amount from Part I, line 27a	2	-9,266.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	195,776.
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	195,776.

**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 SCHEDULE AA	P	VARIOUS	VARIOUS
b SEE SCHEDULE AA	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 1,991.		2,443.	-452.
b 14,957.		23,536.	-8,579.
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-452.
b			-8,579.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	-9,031.
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	-452.

**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	52,621.	222,774.	.236208
2007	3,050.	187,835.	.016238
2006	6,334.	89,714.	.070602
2005	42,365.	104,972.	.403584
2004	80,151.	346,914.	.231040

2 Total of line 1, column (d)	2	.957672
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	.191534
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	160,770.
5 Multiply line 4 by line 3	5	30,793.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9.
7 Add lines 5 and 6	7	30,802.
8 Enter qualifying distributions from Part XII, line 4	8	56,170.

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	9.
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	9.
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	9.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
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		0.
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		9.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

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

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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BROOKS KLIMLEY Telephone no. ▶ 914-793-3804  
 Located at ▶ 125 PARKWAY ROAD, #1306, BRONXVILLE, NY ZIP+4 ▶ 10708

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?	<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	<u>N/A</u>	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?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<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 <b>not</b> 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.)	<u>N/A</u>	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)	<u>N/A</u>	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BROOKS J. KLIMLEY 125 PARKWAY ROAD, #1306 BRONXVILLE, NY 10708	PRESIDENT *			
	0.00	0.	0.	0.
LAURA E. KLIMLEY 125 PARKWAY ROAD, #1306 BRONXVILLE, NY 10708	SECRETARY *			
	0.00	0.	0.	0.
* TIME SPENT WAS AS REQUIRED				
	0.00	0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	159,808.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	3,410.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	163,218.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	163,218.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	2,448.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	160,770.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	8,039.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	8,039.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	9.
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	9.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	8,030.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	8,030.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	8,030.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	56,170.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	56,170.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	9.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	56,161.

**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
<b>1</b> Distributable amount for 2009 from Part XI, line 7				8,030.
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2009:				
<b>a</b> From 2004	63,525.			
<b>b</b> From 2005	37,116.			
<b>c</b> From 2006	1,892.			
<b>d</b> From 2007				
<b>e</b> From 2008	41,482.			
<b>f</b> Total of lines 3a through e	144,015.			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4: ► \$	56,170.			
<b>a</b> Applied to 2008, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2009 distributable amount				8,030.
<b>e</b> Remaining amount distributed out of corpus	48,140.			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	192,155.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7	63,525.			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	128,630.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2005	37,116.			
<b>b</b> Excess from 2006	1,892.			
<b>c</b> Excess from 2007				
<b>d</b> Excess from 2008	41,482.			
<b>e</b> Excess from 2009	48,140.			



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
COLUMBIA UNIVERSITY 622 WEST 113TH STREET NEW YORK, NY 10025	NONE	PUBLIC	GENERAL	50,000.
JENNIFER MULLER WORKS FOUNDATION 131 WEST 24TH STREET, 4TH FLOOR NEW YORK, NY 10011	NONE	PUBLIC	GENERAL	4,000.
LAWRENCE HOSPITAL CENTER 55 PALMER AVENUE BRONXVILLE, NY 10708	NONE	PUBLIC	GENERAL	2,000.
<b>Total</b>				<b>56,000.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>



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

- |   |              |            |           |
|---|--------------|------------|-----------|
| <b>1</b> 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?  |              | <b>Yes</b> | <b>No</b> |
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |            |           |
| <b>(1)</b> Cash   | <b>1a(1)</b> |            | <b>X</b>  |
| <b>(2)</b> Other assets   | <b>1a(2)</b> |            | <b>X</b>  |
| <b>b</b> Other transactions:  |              |            |           |
| <b>(1)</b> Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> |            | <b>X</b>  |
| <b>(2)</b> Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> |            | <b>X</b>  |
| <b>(3)</b> Rental of facilities, equipment, or other assets   | <b>1b(3)</b> |            | <b>X</b>  |
| <b>(4)</b> Reimbursement arrangements   | <b>1b(4)</b> |            | <b>X</b>  |
| <b>(5)</b> Loans or loan guarantees   | <b>1b(5)</b> |            | <b>X</b>  |
| <b>(6)</b> Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> |            | <b>X</b>  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    |            | <b>X</b>  |
| <b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> 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**

Paid Preparer's Use Only	Signature of officer or trustee	Date	PRESIDENT	
	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number
	Firm's name (or yours if self-employed), address, and ZIP code	BUCHBINDER TUNICK & CO. LLP ONE PENN PLAZA NEW YORK, NY 10119-0219		EIN Phone no. 212-695-5003

Phone no. 212-695-5003

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

**KLIMLEY FOUNDATION**

Employer identification number

**13-3993555**

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

**KLIMLEY FOUNDATION****13-3993555****Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	<u>BROOKS AND LAURA KLIMLEY</u> <u>125 PARKWAY ROAD, APT 1306</u> <u>BRONXVILLE, NY 10708</u>	\$ <u>55,000.</u>	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.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE		GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
WITH BARNEY		3,164.	0.	3,164.	
TOTAL TO FM 990-PF, PART I, LN 4		3,164.	0.	3,164.	

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	2
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WITH BARNEY - INVESTMENT ADVISORY FEES		2,229.	2,229.	0.	0.
SEE FORM 990-PF, PG 1, LN 16C		2,229.	2,229.	0.	0.

FORM 990-PF		TAXES		STATEMENT	3
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEE		50.	0.	0.	50.
SEE FORM 990-PF, PG 1, LN 18		50.	0.	0.	50.

FORM 990-PF		OTHER EXPENSES		STATEMENT	4
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE LAW JOURNAL AD		120.	0.	0.	120.
SEE FORM 990-PF, PG 1, LN 23		120.	0.	0.	120.

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
30 SHS NOBLE CORP	1,006.	1,221.
50 SHS WEATHERFORD INTL LTD	1,738.	1,075.
10 SHS CORE LABORATORIES	171.	1,181.
70 SHS AT&T INC	2,904.	1,962.
20 SHS ABBOTT LABORATORIES	1,058.	1,080.
20 SHS AIR PRODUCTS & CHEMICALS INC	1,585.	1,621.
30 SHS ALKERMES INC	815.	282.
40 SHS ALTRIA GROUP INC	874.	785.
30 SHS AMAZON COM INC	1,744.	4,036.
30 SHS AMERICAN EXPRESS	1,597.	1,216.
35 SHS AMGEN INC	2,049.	1,980.
130 SHS BANK OF AMERICAN CORP	2,706.	1,958.
45 SHS BED BATH & BEYOND	1,515.	1,737.
70 SHS BIOGEN IDEC INC	3,899.	3,745.
70 SHS CABLEVISION	2,189.	1,807.
20 SHS CAPITAL ONE FINL CORP	1,155.	767.
30 SHS CHUBB CORP	1,450.	1,475.
110 SHS CISCO SYS INC	2,687.	2,633.
45 SHS COCA-COLA CO	2,590.	2,565.
164 SHS COMCAST CORP CLA SPL	3,622.	2,626.
75 SHS WALT DISNEY CO	2,419.	2,419.
70 SHS ELECTRONIC ARTS	2,878.	1,243.
70 SHS EXPEDIA INC	1,656.	1,801.
15 SHS EXXON MOBIL CORP	1,167.	1,023.
55 SHS FOREST LABORATORIES INC	2,104.	1,766.
200 SHS GENERAL ELECTRIC CO	7,804.	3,026.
45 SHS GENZYME CORP	2,834.	2,205.
55 SHS HALLIBURTON CO HOLDINGS	1,764.	1,655.
120 SHS HOME DEPOT INC	3,143.	3,472.
100 SHS INTEL CORP	2,633.	2,040.
15 SHS IBM	1,618.	1,964.
55 SHS JPMORGAN CHASE & CO	2,904.	2,709.
55 SHS JOHNSON & JOHNSON	3,420.	3,543.
40 SHS KIMBERLY CLARK CORP	2,682.	2,548.
25 SHS L 3 COMMUNICATION HLDGS INC	2,281.	2,174.
15 SHS LIBERTY GLOBAL INC CL A	532.	328.
150 SHS LIBERTY MEDIA HLDG CORP INTRACTV SER A	3,036.	1,626.
30 SHS MCDONALDS CORP	1,583.	1,873.
125 SHS MICROSOFT CORP	3,789.	3,810.
30 SHS NOVARTIS	1,557.	1,633.
30 SHS PEPSICO INC	1,829.	1,824.
55 SHS PFIZER INC	1,437.	1,182.
45 SHS PROCTOR & GAMBLE CO	2,375.	2,728.
20 SHS RAYTHEON COMPANY	1,022.	1,030.
5 SHS ROYAL DUTCH SHELL PLC CL A	889.	902.
58 SHS SANDISK CORP	1,785.	1,681.
35 SHS SEMPRA ENERGY	1,986.	1,959.

35 SHS SUNCOR ENERGY INC	1,463.	1,236.
25 SHS TARGET CORP	1,197.	1,209.
75 SHS TEXAS INSTRUMENTS	2,307.	1,955.
66 SHS TIME WARNER INC	2,554.	1,923.
25 SHS TIME WARNER CABLE INC	1,109.	1,035.
55 SHS TOTAL SA SPONS ADR	3,778.	3,522.
50 SHS TYCO INTL LTD	2,114.	1,784.
120 SHS UNITED HEALTH GROUP INC	5,214.	3,658.
20 SHS WELLPOINT INC	1,562.	1,166.
90 SHS WELLS FARGO & CO	2,909.	2,429.
55 SHS ANADARKO PETROLEUM CORP.	2,520.	3,433.
50 SHS AUTODESK INC.	1,948.	1,271.
30 SHS BANK NEW YORK INC.	1,300.	839.
55 SHS BROADCOM CORP CL A	1,725.	1,731.
25 SHS CONOCOPHILLIPS	1,856.	1,277.
20 SHS CREE INC.	547.	1,127.
45 SHS MARSH & MCLENNAN COS INC.	1,236.	994.
135 SHS NEWS CORP CLASS B NEW	2,905.	2,149.
40 SHS PALL CORP	1,522.	1,448.
35 SHS WALMART STORES INC.	1,584.	1,871.
85 SHS SEAGATE TECHNOLOGY-USD	1,963.	1,546.
50 SHS EBAY INC	1,709.	1,177.
100 SHS LIBERTY MEDIA HLDG CORP CAP SER A	1,139.	2,388.
25 SHS LOEWS CORP	1,249.	909.
35 SHS TRAVELERS COMPANIES INC	1,812.	1,745.
30 SHS COVIDIEN LTD	1,368.	1,437.
59 SHS TYCO ELECTRONICS LTD	2,213.	1,448.
35 SHS KRAFT FOODS INC CLASS A	1,109.	951.
47 SHS CVS CAREMARK CORP	1,352.	1,514.
25 SHS CELGENE CORP	1,253.	1,392.
10 SHS DEVON ENERGY CORP	1,053.	735.
19 SHS DOLBY LABORATORIES INC CLASS A	563.	907.
170 SHS EL PASO CORP	1,477.	1,671.
5 SHS FIRST SOLAR INC	562.	677.
20 SHS FLOUR CORP NEW	694.	901.
3 SHS GOOGLE INC CLASS A	1,086.	1,860.
65 SHS JUNIPER NETWORKS INC	1,074.	1,734.
15 SHS LORILLARD INC	1,052.	1,203.
55 SHS NASDAQ OMX GROUP INC	1,840.	1,090.
100 SHS NVIDIA CORP	1,890.	1,868.
35 SHS QUALCOMM INC	1,419.	1,619.
45 SHS ROCHE HOLDG LTD SPON ADR	1,581.	1,899.
25 SHS SCRIPPS NETWORK INTERACTIVE	963.	1,038.
10 SHS SEARS HOLDINGS CORPORATION	911.	835.
45 SHS UNILEVER PLC SPONS ADR NEW	1,191.	1,436.
55 SHS VERIZON COMMUNICATIONS	1,888.	1,822.
20 SHS VERTEX PHARMACEUTICALS INC	534.	857.
4 SHS DISCOVERY COMMUNICATIONS INC SER A	76.	123.
80 SHS DISHNETWORK CORP CL A	2,064.	1,662.
20 SHS NATIONAL OILWELL VARCO INC	730.	882.
50 SHS PHILIP MORRIS INTL INC	2,399.	2,410.
40 SHS AKAMAI TECHNOLOGIES INC	688.	1,014.
1 SHS BERKSHIRE HATHAWAY INC CL B	2,762.	3,286.
5 SHS BLACKROCK INC	612.	1,161.

KLIMLEY FOUNDATION

13-3993555

34 SHS CENTURYTEL INC	1,384.	1,231.
25 SHS FREEPORT MCMORMAN COPPER & GOLD CL B	638.	2,007.
25 SHS HEWLETT PACKARD CO	1,236.	1,288.
25 SHS MERCK & CO INC NEW	652.	914.
18 SHS NUCOR CORP	752.	839.
60 SHS SCHWAB CHARLES CORP	808.	1,129.
25 SHS STATE STREET CORP	632.	1,089.
70 SHS YAHOO INC	961.	1,175.
6 SHS LIBERTY MEDIA CORP LIBERTY STARZ SER A	212.	277.
5 SHS AOL INC	149.	116.
64 SHS DIRECT TV	1,444.	2,134.
	<hr/>	<hr/>
TOTAL TO FORM 990-PF, PART II, LINE 10B	194,975.	185,369.
	<hr/>	<hr/>

# Details of Short Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	5	AFLAC INC	10/14/08	01/22/09	\$ 130.87	\$ 227.45	(\$ 96.58)	
125000230	15	E I DU PONT DE NEMOURS & CO	06/19/08	03/06/09	248.15	700.58	(452.43)	
125000290	5	FREEMONT MCMORAN COPPER & GOLD CL B	01/20/09	10/14/09	381.08	118.54		262.54
125000320	5	GENENTECH INC	04/30/08	03/26/09	475.00	343.37		131.63
125000400	40	MARSHALL & ILSLEY CORP NEW	10/14/08	01/15/09	335.61	746.28	(410.67)	
125000430	5	PNC FINANCIAL SERVICES GROUP	01/28/09	12/03/09	265.59	179.87		85.72
125000500	5	STATE STREET CORP	01/28/09	04/08/09	154.24	126.41		27.83
<b>Total</b>					<b>\$ 1,990.54</b>	<b>\$ 2,442.50</b>	<b>(\$ 959.68)</b>	<b>\$ 507.72</b>



**MorganStanley  
SmithBarney**

**Reserved  
Client Statement  
2009 Year End Summary**

Ref: 00000181 00023399

**Details of Long Term Gain (Loss) 2009**

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	15	AFLAC INC	10/24/07	01/22/09	\$ 392.62	\$ 918.00	(\$ 525.38)	
125000020	9999	AOL INC	10/24/07	12/10/09	23.11	29.88	(6.77)	
		CASH IN LIEU OF 99999						
		RECORD 11/27/09 PAY 12/09/09						
		FROM: 887317303000 (MERGER)						
125000030	10	AT&T INC	08/06/04	05/14/09	250.60	189.74		60.86
125000040	5	AT&T INC	08/06/04	10/08/09	130.00	94.87		35.13
	5		10/24/07		129.99	207.45	(77.46)	
125000050	5	ALTRIA GROUP INC	04/25/02	04/21/09	83.93	63.89		20.04
	5		10/24/07		83.92	110.00	(26.08)	
125000060	5	AMAZON COM INC	05/23/05	03/06/09	308.06	179.20		128.86
125000070	15	AMERICAN EXPRESS CO	10/24/07	01/22/09	239.02	880.35	(641.33)	
125000080	5	ANADARKO PETROLEUM CORP	10/24/07	10/12/09	340.80	277.50		63.30
125000090	15	AVERY DENNISON CORP	10/24/07	03/06/09	256.93	866.40	(609.47)	
125000100	4	BANK NEW YORK MELLON CORP	04/11/06	01/21/09	85.28	147.89	(62.61)	
	1		10/24/07		21.32	47.00	(25.68)	
125000110	10	BED BATH & BEYOND CGMI AND/OR ITS AFFILIATES	01/13/05	10/28/09	357.84	407.69	(49.85)	
125000120	5	BOEING CO	12/12/03	10/29/09	243.92	194.95		48.97
	5		02/02/04		243.92	214.55		29.37
	10		10/24/07		487.82	944.00	(456.18)	
125000130	5	CAPITAL ONE FINL CORP	10/24/07	01/21/09	111.81	318.35	(206.54)	
125000140	10	CAPITAL ONE FINL CORP	10/24/07	01/22/09	213.86	636.70	(422.84)	
125000150	25	CENTURYTEL INC MERGER 07/01/09 29078E105000	10/24/07	07/01/09	7.73	10.18	(2.45)	
125000160	36	DELL INC	10/24/07	01/29/09	354.37	1,022.40	(658.03)	
125000170	23	DELL INC	10/24/07	01/30/09	223.54	653.20	(429.66)	
125000180	6	DELL INC	10/24/07	02/02/09	55.69	170.40	(114.71)	
	10		11/30/07		92.81	244.05	(151.24)	

2009 YEAR END SUMMARY



**MorganStanley  
SmithBarney**

**Reserved  
Client Statement  
2009 Year End Summary**

Ref: 00000181 00023400

**Details of Long Term Gain (Loss) 2009 - continued**

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000190	2	DISCOVERY COMMUNICATION INC SER C	06/29/01	06/04/09	\$ 40.99	\$ 36.62		\$ 4.37
		CGMI AND/OR ITS AFFILIATES						
125000200	1 111	DISCOVERY COMMUNICATION INC	06/29/01	06/05/09	22.94	20.35		2.59
	8889	SER C	10/30/01		18.36	10.92		7.44
		CGMI AND/OR ITS AFFILIATES						
125000210	15	DISH NETWORK CORP CL A	07/11/05	04/27/09	202.75	373.76	(171.01)	
125000220	4554	DIRECTV CL A	10/24/07	11/25/09	14.54	10.27		4.27
		MERGER 11/25/09 S3045T102000						
125000230	10	E I DU PONT DE NEMOURS & CO	06/30/06	03/06/09	165.43	417.30	(251.87)	
	5		07/12/06		82.72	201.67	(118.95)	
125000240	3	ECHOSTAR CORP	07/11/05	04/08/09	46.88	75.90	(29.02)	
	4		10/24/07		62.51	167.11	(104.60)	
	4		12/05/07		62.52	135.04	(72.52)	
125000250	1	ECHOSTAR CORP	12/05/07	04/09/09	15.60	33.76	(18.16)	
125000260	5	EMBARQ CORP	10/24/07	01/28/09	186.70	278.90	(92.20)	
125000270	2.5	EXPEDIA INC	02/12/03	09/10/09	57.61	50.07		7.54
	5	CGMI AND/OR ITS AFFILIATES	03/20/03		115.21	116.41	(1.20)	
	6.5		03/10/04		149.78	182.50	(32.72)	
125000280	1	EXPEDIA INC	03/10/04	09/11/09	23.08	28.08	(5.00)	
	5	CGMI AND/OR ITS AFFILIATES	01/03/05		115.41	117.81	(2.40)	
125000300	10	GENENTECH INC	10/24/07	01/30/09	811.11	747.80		63.31
125000310	5	GENENTECH INC	10/24/07	03/06/09	448.28	373.90		74.38
125000320	10	GENENTECH INC	10/24/07	03/26/09	950.00	747.80		202.20
125000330	35	HOME DEPOT INC	10/24/07	05/28/09	792.97	1,079.05	(286.08)	
125000340	40	INTEL CORP	06/14/01	11/03/09	737.82	1,125.21	(387.39)	
		CGMI AND/OR ITS AFFILIATES						
125000350	6.5	KRAFT FOODS INC CLASS A	04/04/02	07/06/09	169.00	119.17		49.83
	3.25		04/22/02		84.50	60.56		23.94
	3.25		04/25/02		84.50	61.58		22.92
	2		04/03/07		52.01	61.06	(9.05)	
125000360	5	KRAFT FOODS INC CLASS A	10/24/07	12/08/09	133.27	163.70	(30.43)	
125000370	5	LIBERTY MEDIA	10/24/07	11/20/09	16.04	12.54		3.50
		FROM: S3071M500000						
125000380	3.1111	LIBERTY GLOBAL INC SER C	06/29/01	06/04/09	42.61	81.91	(39.30)	
	8889	CGMI AND/OR ITS AFFILIATES	10/30/01		12.18	15.69	(3.51)	

2 0 0 9 Y E A R E N D S U M M A R Y



Ref: 00000181 00023401

Details of Long Term Gain (Loss) 2009 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000390	.5	LIBERTY MEDIA CORP LIBERTY STARZ SER A	10/24/07	11/20/09	\$ 1.78	\$ 17.65	(\$ 15.87)	
		FROM: 53071M500000						
125000410	5	MCDONALDS CORP	05/26/05	01/07/09	308.57	156.32		152.25
125000420	5	MCDONALDS CORP	05/26/05	03/11/09	255.20	156.33		98.87
125000440	24	PFIZER INC	10/24/07	07/09/09	343.19	574.32	(231.13)	
125000450	16	PFIZER INC	10/24/07	07/10/09	227.31	382.88	(155.57)	
125000460	4	SCRIPPS NETWORK INTERACTIVE	02/04/08	12/01/09	158.02	154.07		3.95
125000470	11	SCRIPPS NETWORK INTERACTIVE	02/04/08	12/02/09	434.86	423.68		11.18
125000480	5	SEARS HOLDINGS CORPORATION	01/04/08	11/25/09	358.41	513.67	(155.26)	
	1	CGMI AND/OR ITS AFFILIATES	01/10/08		71.68	98.48	(26.80)	
	4		01/11/08		286.72	393.02	(106.30)	
125000490	90	SPRINT NEXTEL CORP	10/26/07	07/30/09	363.81	1,554.03	(1,190.22)	
125000510	40	TEXAS INSTRUMENTS INC	10/24/07	02/19/09	607.99	1,258.40	(650.41)	
125000520	55	TIME WARNER INC	10/24/07	02/19/09	422.93	1,009.25	(586.32)	
125000530	.6666	TIME WARNER INC	10/24/07	03/27/09	14.62	27.60	(12.98)	
		REV/SPLT 03/27/09 887317105000						
125000540	.734	TIME WARNER CABLE INC	10/24/07	03/30/09	20.08	39.89	(19.81)	
		CASH IN LIEU OF 73400						
		RECORD 03/12/09 PAY 03/27/09						
		FROM: 887317105000 (SPINOFF)						
125000550	10	WELLPOINT INC	07/12/05	04/21/09	410.10	707.12	(297.02)	
	5		07/21/05		205.05	334.25	(129.20)	
Total					\$ 14,856.53	\$ 23,536.04	(\$ 9,688.58)	\$ 1,118.07

SALES PROCEEDS	COST	GAIN/(LOSS)
TOTAL SHORT TERM	1,991	(452)
TOTAL LONG TERM	14,957	(8,579)