Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation: THE RESOURCE FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: C/O A. J. SIGNORILE 10 PARK AVENUE

City or town, state, and ZIP code: NEW YORK, NY 10016

A Employer identification number: 22-2870501

B Telephone number: (212)683-9280

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 9,403,128.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,961.	1,961.		STATEMENT 1
	4 Dividends and interest from securities	255,713.	255,713.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-220,487.			
	b Gross sales price for all assets on line 6a 4,555,478.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-7,136.	-7,136.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	30,051.	250,538.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	16,364.	3,273.		13,091.
	c Other professional fees STMT 5	37,667.	37,667.		0.
	17 Interest				
	18 Taxes STMT 6	6,041.	1,838.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	116.	116.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	60,188.	42,894.		13,091.
	25 Contributions, gifts, grants paid	307,600.			307,600.
	26 **Total expenses and disbursements.** Add lines 24 and 25	367,788.	42,894.		320,691.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-337,737.			
	b **Net investment income** (if negative, enter -0-)		207,644.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	68,862.	35,881.	35,881.
	2	Savings and temporary cash investments	1,716,670.	61,235.	61,235.
	3	Accounts receivable ▶ 1,890.			
		Less allowance for doubtful accounts ▶	3,375.	1,890.	1,890.
	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		1,956.	1,956.
	10a	Investments - U S and state government obligations STMT 8	314,380.	314,380.	304,552.
	b	Investments - corporate stock STMT 9	7,153,185.	8,109,720.	8,394,975.
	c	Investments - corporate bonds STMT 10	48,750.	342,625.	356,438.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	134,557.	235,008.	246,201.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	9,439,779.	9,102,695.	9,403,128.
Liabilities	17	Accounts payable and accrued expenses	287.	940.	
	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)	287.	940.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	9,439,492.	9,101,755.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	9,439,492.	9,101,755.	
	31	**Total liabilities and net assets/fund balances**	9,439,779.	9,102,695.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,439,492.
2	Enter amount from Part I, line 27a	2	-337,737.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	9,101,755.
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	9,101,755.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	4,555,478.		4,777,210.	-220,487.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				-220,487.

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** -220,487.

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	406,090.	9,813,927.	.041379
2007	531,943.	10,549,296.	.050425
2006	380,667.	9,250,414.	.041151
2005	293,285.	4,991,853.	.058753
2004	304,829.	5,125,930.	.059468

2 Total of line 1, column (d)	2	.251176
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	.050235
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	8,764,639.
5 Multiply line 4 by line 3	5	440,292.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,076.
7 Add lines 5 and 6	7	442,368.
8 Enter qualifying distributions from Part XII, line 4	8	320,691.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	4,153.
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	4,153.
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	4,153.
6 Credits/Payments				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,648.		
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	4,648.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	495.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶	495.	Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ROY B. SIMPSON Telephone no ▶ (212) 683-9280

Located at ▶ 50 VISTA DR., GREENWICH, CT ZIP+4 ▶ 06830

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.

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

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

		Yes	No
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
ROY B. SIMPSON 50 VISTA DRIVE GREENWICH, CT 06830	CHMN/DIRECTOR 0.00	0.	0.	0.
EDITH J. SIMPSON 50 VISTA DRIVE GREENWICH, CT 06830	PRES/DIRECTOR 0.00	0.	0.	0.
ROY B. SIMPSON, JR. 4112 GOSHEN ROAD NEWTOWN SQUARE, PA 19073	TREA/DIRECTOR 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

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

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

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

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	8,121,367.
b	Average of monthly cash balances	1b	773,818.
c	Fair market value of all other assets	1c	2,926.
d	**Total** (add lines 1a, b, and c)	1d	8,898,111.
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	8,898,111.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	133,472.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,764,639.
6	***Minimum investment return.*** Enter 5% of line 5	6	438,232.

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	438,232.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 4,153.		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	4,153.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	434,079.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	434,079.
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	434,079.

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	320,691.
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	320,691.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	320,691.

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				434,079.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004 32,835.				
b From 2005 48,184.				
c From 2006 58,965.				
d From 2007 11,588.				
e From 2008				
f **Total** of lines 3a through e	151,572.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 320,691.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				320,691.
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))	113,388.			113,388.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	38,184.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	38,184.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006 26,596.				
c Excess from 2007 11,588.				
d Excess from 2008				
e Excess from 2009				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 12

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 ▶ [X] 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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 13				
Total			▶ 3a	307,600.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,961.	
4 Dividends and interest from securities			14	255,713.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-7,136.	
8 Gain or (loss) from sales of assets other than inventory			18	-220,487.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		30,051.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 30,051.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ Roy B Simpson | 7/24/10 ▶ Chmn / Director

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶	A. J. Signorile	Date JUL 19 2010	Check if self-employed ▶ ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code ▶	A. J. SIGNORILE & CO. 10 PARK AVENUE NEW YORK, N. Y. 10016	EIN ▶	
		Phone no 212-683-9280	

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02-02-10

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	1,000 PROSHARES TR ULTRASHRT FINL	P	12/15/08	01/21/09
b	1,025 SHS. BRISTOL MYERS SQUIBB CO.	P	11/06/08	01/26/09
c	2,375 SHS. PFIZER INC.	P	10/31/08	01/26/09
d	1,000 PROSHARES TR ULTRASHRT FINL	P	02/10/09	02/13/09
e	510 SHS. BLACKROCK INC.	P	12/09/08	02/18/09
f	250 SHS. COOPER INDS PLC	P	11/04/08	02/18/09
g	675 SHS. COOPER INDS PLC	P	10/17/08	02/18/09
h	75 SHS. COOPER INDS PLC	P	10/30/08	02/18/09
i	160 SHS. COOPER INDS PLC	P	11/06/08	02/18/09
j	325 SHS. COOPER INDS PLC	P	10/29/08	02/18/09
k	1,000 SHS. JACOBS ENGR GROUP INC.	P	11/04/08	02/18/09
l	750 SHS. JACOBS ENGR GROUP INC.	P	11/05/08	02/18/09
m	415 SHS. SCHLUMBERGER LTD.	P	11/06/08	02/18/09
n	2,500 UTS. BLACKSTONE GROUP L P UNIT	P	11/04/08	02/18/09
o	2,000 ISHARES CHINA 25 INDEX	P	09/19/08	02/18/09

	(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	181,494.		131,490.	50,004.
b	23,119.		21,072.	2,047.
c	37,507.		42,822.	-5,315.
d	141,736.		125,661.	16,075.
e	54,167.		69,160.	-14,993.
f	6,220.		8,032.	-1,812.
g	16,793.		21,064.	-4,271.
h	1,866.		2,168.	-302.
i	3,981.		4,425.	-444.
j	8,086.		8,885.	-799.
k	36,352.		40,020.	-3,668.
l	27,264.		26,977.	287.
m	15,821.		19,989.	-4,168.
n	10,489.		22,256.	-11,767.
o	50,709.		75,370.	-24,661.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				50,004.
b				2,047.
c				-5,315.
d				16,075.
e				-14,993.
f				-1,812.
g				-4,271.
h				-302.
i				-444.
j				-799.
k				-3,668.
l				287.
m				-4,168.
n				-11,767.
o				-24,661.

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	
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	

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	2,320 ISHARES CHINA 25 INDEX	P	12/09/08	02/18/09
b	500 ISHARES CHINA 25 INDEX	P	10/29/08	02/18/09
c	2,000 SHS. HEWLETT PACKARD CO.	P	06/05/08	02/18/09
d	1,120 SHS. PROCTER & GAMBLE CO.	P	12/09/08	02/18/09
e	FRACT. SH. KINDER MORGAN MANAGEMENT LLC	P	06/14/07	02/18/09
f	1,510 SHS. ABB LTD SPONSORED ADR	P	07/30/08	02/23/09
g	1,500 SHS. ABB LTD SPONSORED ADR	P	11/04/08	02/23/09
h	5,240 SHS. ABB LTD SPONSORED ADR	P	12/09/08	02/23/09
i	2,750 SHS. ABB LTD SPONSORED ADR	P	12/23/08	02/23/09
j	385 SHS. BURLINGTON NORTHN SANTA FE CORP.	P	07/30/08	02/23/09
k	100 SHS. BURLINGTON NORTHN SANTA FE CORP.	P	11/04/08	02/23/09
l	40 SHS. BERKSHIRE HATHAWAY INC DEL CL B	P	03/08/06	02/23/09
m	850 SHS. JOY GLOBAL INC.	P	10/17/08	02/23/09
n	650 SHS. JOY GLOBAL INC.	P	10/29/08	02/23/09
o	150 SHS. JOY GLOBAL INC.	P	11/06/08	02/23/09

	(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	58,823.		69,456.	-10,633.
b	12,677.		11,717.	960.
c	67,837.		97,437.	-29,600.
d	57,049.		68,317.	-11,268.
e	42.		44.	-2.
f	17,100.		40,020.	-22,920.
g	16,987.		20,923.	-3,936.
h	59,340.		70,577.	-11,237.
i	31,142.		37,620.	-6,478.
j	23,102.		39,688.	-16,586.
k	6,000.		9,084.	-3,084.
l	95,067.		117,762.	-22,695.
m	14,846.		22,982.	-8,136.
n	11,353.		17,602.	-6,249.
o	2,620.		3,800.	-1,180.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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	
a				-10,633.
b				960.
c				-29,600.
d				-11,268.
e				-2.
f				-22,920.
g				-3,936.
h				-11,237.
i				-6,478.
j				-16,586.
k				-3,084.
l				-22,695.
m				-8,136.
n				-6,249.
o				-1,180.

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	
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	

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	1,500 SHS. SOUTHWESTERN ENERGY CO.	P	10/29/08	02/23/09
b	1,000 ISHARES IBOXX INV GR CORP BD	P	10/29/08	02/24/09
c	675 SHS. AMERICAN TOWER CORP CL A	P	11/06/08	02/25/09
d	875 SHS. MICROSOFT CORP.	P	10/17/08	02/25/09
e	475 SHS. MICROSOFT CORP.	P	10/30/08	02/25/09
f	2,000 SHS. NGP CAP RES CO.	P	05/31/07	02/25/09
g	5,000 SHS. NGP CAP RES CO.	P	12/14/06	02/25/09
h	930 SHS. VULCAN MATLS CO.	P	12/09/08	02/25/09
i	3,960 SHS. CISCO SYS INC.	P	12/09/08	02/25/09
j	315 SHS. MOSAIC CO.	P	07/30/08	02/25/09
k	200 SHS. MOSAIC CO.	P	09/19/08	02/25/09
l	200 SHS. MOSAIC CO.	P	11/04/08	02/25/09
m	1,500 SHS. SPDR GOLD TRUST	P	02/25/09	04/15/09
n	1,706 SHS. KINDER MORGAN MANAGEMENT LLC	P	06/14/07	04/17/09
o	500 SHS. SPDR GOLD TRUST	P	09/19/07	04/17/09

	(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	39,529.		47,717.	-8,188.
b	97,162.		88,699.	8,463.
c	18,056.		20,052.	-1,996.
d	14,709.		21,200.	-6,491.
e	7,985.		10,893.	-2,908.
f	13,315.		34,933.	-21,618.
g	33,289.		82,956.	-49,667.
h	38,313.		70,721.	-32,408.
i	58,160.		70,124.	-11,964.
j	12,570.		40,885.	-28,315.
k	7,981.		18,335.	-10,354.
l	7,981.		8,289.	-308.
m	131,401.		143,018.	-11,617.
n	69,948.		76,567.	-6,619.
o	42,565.		35,760.	6,805.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				-8,188.
b				8,463.
c				-1,996.
d				-6,491.
e				-2,908.
f				-21,618.
g				-49,667.
h				-32,408.
i				-11,964.
j				-28,315.
k				-10,354.
l				-308.
m				-11,617.
n				-6,619.
o				6,805.

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	
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	

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	1,000 SHS. SPDR GOLD TRUST	P	12/14/06	04/17/09
b	725 UTS. KINDER ENERGY PARTNERS LTD	P	10/17/08	04/17/09
c	FRACT. SH. KINDER MORGAN MANAGEMENT LLC	P	06/14/07	05/15/09
d	74,857.9550 SHS. VANGUARD GNMA FUND - ADM	P	02/19/09	06/19/09
e	1 SH. KINDER MORGAN MANAGEMENT LLC	P	06/14/07	07/24/09
f	7,490.6370 SHS. VANGUARD GNMA FUND - ADM	P	02/23/09	08/14/09
g	5,000 SHS. VANGUARD GNMA FUND - ADM	P	02/23/09	09/15/09
h	1,000 ISHARES BARCLAYS MBS BOND FD	P	11/04/08	10/23/09
i	4,040.4840 SHS. VANGUARD INTERM TERM INVEST GRADE	P	12/09/08	10/23/09
j	5,004.6080 SHS. VANGUARD GNMA FUND - ADM	P	02/23/09	11/18/09
k	750 SHS. SPDR GOLD TRUST	P	10/23/09	12/09/09
l	15,000 SHS. VANGUARD GNMA FUND - ADM	P	02/23/09	10/02/09
m	88,451.284 SHS. TCW TOTAL RETURN BOND	P	06/19/09	12/07/09
n	750 SHS. SPDR GOLD TRUST	P	10/23/09	12/08/09
o	750 SHS. AFLAC INC.	P	10/08/08	04/21/09

	(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	85,130.		62,311.	22,819.
b	34,369.		32,348.	2,021.
c	1.		1.	0.
d	790,500.		794,611.	-4,111.
e	48.		44.	4.
f	80,000.		79,026.	974.
g	53,550.		52,750.	800.
h	106,729.		100,545.	6,184.
i	38,789.		33,859.	4,930.
j	54,300.		52,799.	1,501.
k	82,440.		77,905.	4,535.
l	161,550.		158,250.	3,300.
m	903,839.		844,490.	59,349.
n	82,730.		77,905.	4,825.
o	20,019.		35,865.	-15,846.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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	
a				22,819.
b				2,021.
c				0.
d				-4,111.
e				4.
f				974.
g				800.
h				6,184.
i				4,930.
j				1,501.
k				4,535.
l				3,300.
m				59,349.
n				4,825.
o				-15,846.

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	
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	

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04-24-09

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	700 SHS. AFLAC INC.	P	02/06/09	06/05/09
b	250 SHS. AFLAC INC.	P	02/06/09	06/08/09
c	350 SHS. EBAY INC.	P	10/23/08	09/14/09
d	500 SHS. INTUIT INC.	P	10/31/07	03/19/09
e	100 SHS. BED BATH & BEYOND INC.	P	07/06/07	04/14/09
f	400 SHS. BED BATH & BEYOND INC.	P	07/09/07	04/14/09
g	50 SHS. AFLAC INC.	P	12/05/06	04/21/09
h	96 SHS. DR PEPPER SNAPPLE GROUP INC.	P	01/04/06	04/30/09
i	1,140 SHS. DR PEPPER SNAPPLE GROUP INC.	P	03/08/06	04/30/09
j	150 SHS. LIBERTY GLOBAL INC COM SER A	P	06/20/06	05/12/09
k	639 SHS. AFLAC INC.	P	10/25/06	05/18/09
l	111 SHS. AFLAC INC.	P	12/05/06	05/18/09
m	400 SHS. LIBERTY GLOBAL INC COM SER A	P	06/20/06	05/20/09
n	250 SHS. LIBERTY GLOBAL INC COM SER A	P	08/04/06	05/20/09
o	50 SHS. AFLAC INC.	P	10/25/06	06/05/09

	(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	23,531.		15,024.	8,507.
b	8,366.		5,366.	3,000.
c	8,249.		5,242.	3,007.
d	13,277.		15,861.	-2,584.
e	3,046.		3,661.	-615.
f	12,182.		14,650.	-2,468.
g	1,334.		2,213.	-879.
h	1,966.		2,269.	-303.
i	23,348.		27,599.	-4,251.
j	2,421.		3,429.	-1,008.
k	22,338.		27,617.	-5,279.
l	3,880.		4,914.	-1,034.
m	6,382.		9,145.	-2,763.
n	3,989.		5,625.	-1,636.
o	1,681.		2,161.	-480.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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	
a				8,507.
b				3,000.
c				3,007.
d				-2,584.
e				-615.
f				-2,468.
g				-879.
h				-303.
i				-4,251.
j				-1,008.
k				-5,279.
l				-1,034.
m				-2,763.
n				-1,636.
o				-480.

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	
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	

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	200 SHS. LIBERTY GLOBAL INC COM SER A	P	08/04/06	07/01/09
b	1,700 SHS. EBAY INC.	P	07/17/08	08/07/09
c	250 SHS. EBAY INC.	P	07/18/08	08/07/09
d	900 SHS. EBAY INC.	P	07/18/08	09/14/09
e	100 SHS. GRAINGER, W W INC.	P	06/26/08	10/12/09
f	200 SHS. GRAINGER, W W INC.	P	09/09/08	10/12/09
g	700 SHS. WALGREEN CO.	P	06/27/08	10/12/09
h	100 SHS. CADBURY PLC SPONS ADR	P	09/15/08	10/29/09
i	300 SHS. CADBURY PLC SPONS ADR	P	03/08/06	10/29/09
j	350 SHS. CADBURY PLC SPONS ADR	P	03/08/06	11/09/09
k	150 SHS. CADBURY PLC SPONS ADR	P	03/08/06	11/10/09
l	450 SHS. MICROSOFT CORP.	P	03/08/06	11/16/09
m	800 SHS. MICROSOFT CORP.	P	05/26/06	11/16/09
n	250 SHS. GRAINGER, W W INC.	P	02/15/08	11/17/09
o	LITIGATION SETTLEMENT MBIA FAIR FD	P		04/09/09

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,191.		4,500.	-1,309.
b	38,593.		40,946.	-2,353.
c	5,676.		5,998.	-322.
d	21,213.		21,591.	-378.
e	9,347.		8,437.	910.
f	18,695.		17,661.	1,034.
g	27,270.		23,170.	4,100.
h	5,114.		4,594.	520.
i	15,341.		13,579.	1,762.
j	17,777.		15,842.	1,935.
k	7,606.		6,790.	816.
l	13,346.		12,312.	1,034.
m	23,727.		18,982.	4,745.
n	25,410.		18,754.	6,656.
o	173.			173.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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	
a				-1,309.
b				-2,353.
c				-322.
d				-378.
e				910.
f				1,034.
g				4,100.
h				520.
i				1,762.
j				1,935.
k				816.
l				1,034.
m				4,745.
n				6,656.
o				173.

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	
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	

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	BLACKSTONE GROUP LP - K-1			12/31/09
b	NATURAL RESOURCE PARTNERS - K-1			12/31/09
c	CAPITAL GAINS DIVIDENDS			
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				-17.
b				1,262.
c	10,462.			10,462.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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	
a				-17.
b				1,262.
c				10,462.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	-220,487.
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

923591
04-24-09

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

SOURCE	AMOUNT
BBH MONEY MARKET FUND	1,959.
SSGA INSTITUTIONAL TREAS MM INVEST CL	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,961.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AFLAC, INC.	1,204.	0.	1,204.
ANNALY MORTGAGE MGMT.	2,070.	0.	2,070.
AUTOMATIC DATA PROCESSING	1,914.	0.	1,914.
BBH BROAD MKT FD CL N	57,085.	0.	57,085.
BBH INTL EQUITY FD C LN	7,605.	0.	7,605.
BRISTOL MYERS SQUIBB	318.	0.	318.
BURLINGTON NORTHERN SANTA FE	194.	0.	194.
CADBURY PLC ADR	1,826.	0.	1,826.
CHUBB CORP.	2,967.	0.	2,967.
COCA-COLA CO.	3,280.	0.	3,280.
COMCAST CORP - CL A	1,656.	0.	1,656.
COOPER INDS LTD - CL A	371.	0.	371.
COSTCO WHOLESALE CORP.	1,118.	0.	1,118.
CROWN CASTLE INT'L 9% DUE 01-15-15	325.	0.	325.
DENTSPLY INT'L INC.	460.	0.	460.
DIAGEO PLC SPONS ADR	3,057.	0.	3,057.
ECOLAB INC.	182.	0.	182.
ENERGY TRANSFER PARTNERS LP	16.	0.	16.
ENTERPRISE PRODS PTNRS	39.	0.	39.
FEDL HOME LN BK, 5.50%, 4/13/17	5,500.	0.	5,500.
FEDL NATL MTG, 6.15%, 6/28/22	6,150.	0.	6,150.
GRAINGER (W.W.) INC	1,820.	0.	1,820.
HEWLETT-PACKARD CO	160.	0.	160.
ISHARES BARCLAY'S MBS FIXED RATE	2,998.	0.	2,998.
ISHARES BARCLAY'S TIPS BOND FD	11,409.	0.	11,409.
ISHARES IBOXX INVST GRADE CORP	912.	0.	912.
JOHNSON & JOHNSON	637.	0.	637.
KINDER MORGAN ENERGY PTNRS	83.	0.	83.
LEUCADIA NATL, 7%, 8/15/13	4,443.	0.	4,443.
MICROSOFT CORP	176.	0.	176.
MICROSOFT CORP	2,100.	0.	2,100.
MOSAIC CO	36.	0.	36.
NATURAL RESOURCE PTNRS	4.	0.	4.
NESTLE SA SPONS ADR	4,329.	0.	4,329.
NGP CAPITAL RESOURCES CO	2,870.	0.	2,870.
NOVARTIS AG SPON ADR	3,686.	0.	3,686.
OCCIDENTAL PETROLEUM	1,755.	0.	1,755.
PEPSICO INC	2,319.	0.	2,319.
PIMCO CORP. INC. FD	1,005.	0.	1,005.
PROCTOR & GAMBLE CO.	448.	0.	448.
SCHLUMBERGER LTD	174.	0.	174.
TCW TOTAL RETURN BD FD-I	36,230.	0.	36,230.
VANGUARD GNMA FUND	60,687.	8,823.	51,864.
VANGUARD INTER TRM - ADM	11,295.	1,538.	9,757.
VANGUARD INTER TRM - INV	1,816.	101.	1,715.
VULCAN MATERIALS	456.	0.	456.

VULCAN MATERIALS	1,806.	0.	1,806.
WAL-MART STORES	2,427.	0.	2,427.
WALGREEN CO	1,179.	0.	1,179.
WASTE MANAGEMENT	5,075.	0.	5,075.
WILL, IL, CCSD, TXBL, 5.6%, 10/1/17	5,600.	0.	5,600.
XTO ENERGY, INC.	903.	0.	903.
TOTAL TO FM 990-PF, PART I, LN 4	266,175.	10,462.	255,713.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BLACKSTONE GROUP L.P.	470.	470.	
ENTERPRISE PRODUCTS PARTNERS	-4,219.	-4,219.	
KINDER MORGAN ENERGY PTNRS	-2,409.	-2,409.	
NATURAL RESOURCE PTNRS L.P.	148.	148.	
ENERGY TRANSFER PARTNERS L.P.	-1,126.	-1,126.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-7,136.	-7,136.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND TAX SERVICES	16,364.	3,273.		13,091.
TO FORM 990-PF, PG 1, LN 16B	16,364.	3,273.		13,091.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	35,613.	35,613.		0.
CUSTODY FEES	2,054.	2,054.		0.
TO FORM 990-PF, PG 1, LN 16C	37,667.	37,667.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
U. S. EXCISE TAX	4,153.	0.		0.
BIENNIAL FEE	50.	0.		0.
TAXES WITHHELD AT SOURCE	1,838.	1,838.		0.
TO FORM 990-PF, PG 1, LN 18	6,041.	1,838.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	116.	116.		0.
TO FORM 990-PF, PG 1, LN 23	116.	116.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
$100,000 FHLB, 5.5%, 4/13/17	X		104,900.	101,375.
$100,000 FNMA, 6.15%, 6/28/22	X		105,580.	101,656.
$100,000 WILL, IL, CCSD, TXBL, 5.6%, 10/1/17		X	103,900.	101,521.
TOTAL U.S. GOVERNMENT OBLIGATIONS			210,480.	203,031.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			103,900.	101,521.
TOTAL TO FORM 990-PF, PART II, LINE 10A			314,380.	304,552.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
4,500 SHS. ISHARES BARCLAYS TIPS BD FD	451,534.	467,550.
550 SHS. GRAINGER (W.W.) INC	41,024.	53,257.
1,700 SHS. COSTCO WHOLESALE	83,015.	100,589.
1,325 SHS. PEPSICO INC.	71,589.	80,560.
1,600 SHS. DIAGEO PLC - SPONS ADR	93,034.	111,056.
1,350 SHS. OCCIDENTAL PETROLEUM	52,020.	109,822.
1,450 SHS. AUTOMATIC DATA PROCESSING	57,957.	62,089.
898 SHS. CADBURY PLC SPONS ADR	40,469.	46,148.
1,825 SHS. XTO ENERGY INC.	70,015.	84,917.
122,540 SHS. VANGUARD GNMA FD	1,292,871.	1,303,828.
2,000 SHS. COCA-COLA CO.	103,910.	114,000.
1,550 SHS. BED BATH & BEYOND INC	50,613.	59,846.
2,150 SHS. CHUBB CORP.	107,980.	105,737.
2,150 SHS. NOVARTIS AG-ADR	116,257.	117,024.
2,300 SHS. DENTSPLY INTL INC	63,318.	80,891.
2,650 SHS. WAL-MART STORES	121,637.	141,643.
1,850 SHS. WALGREEN CO	61,234.	67,932.
37,231 SHS BBH INTL EQUITY FD CL N	490,647.	463,154.
240,956 SHS. BBH BROAD MKT FD-CL N	2,400,000.	2,462,574.
2,300 SHS. LIBERTY GLOBAL - SE	50,752.	50,347.
3,500 SHS. NESTLE SA SPONS ADR	100,166.	169,969.
3,450 SHS. INTUIT INC.	98,966.	106,018.
4,525 SHS. WASTE MANAGEMENT	147,224.	152,990.
3,100 SHS. MICROSOFT CORP.	69,831.	94,488.
3,800 SHS. EBAY INC	50,194.	89,414.
5,050 SHS. PROGRESSIVE CORP OHIO	89,403.	90,850.
5,150 SHS. DELL INC	129,884.	73,954.
5,550 SHS. LIBERTY MEDIA HLDG-	102,353.	60,162.
54 SHS. BERKSHIRE HATHAWAY - CL B	158,979.	177,444.
6,250 SHS. COMCAST CORP-CL A	161,456.	105,375.
1,850 SHS. VULCAN MATERIALS CO	115,554.	97,440.
3,000 SHS. ANNALY MORTGAGE MGMT	54,427.	52,050.
10,000 SHS. CHIMERA INVESTMT	38,842.	38,800.
10,040 SHS. PIMCO INCOME FUND - INS	100,000.	98,795.
9,199 SHS. PIMCO TOTAL RETURN FUND	100,000.	99,356.
60,269 SHS. VANGUARD INTER TERM - INVST	559,300.	579,792.
600 SHS. EOG RESOURCES INC.	54,675.	58,380.
2,400 SHS. US BANCORP	53,306.	54,024.
1,300 SHS. JOHNSON & JOHNSON	81,090.	83,733.
650 SHS. ECOLAB INC.	24,194.	28,977.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,109,720.	8,394,975.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
$150,000 LEUCADIA NATL, 7%, 8/15/13	140,250.	150,563.
$50,000 CROWN CASTLE INTL 9% 1-15-15	51,125.	53,250.
$150,000 RANGE RES CORP. 7.375%,7-15-13	151,250.	152,625.
TOTAL TO FORM 990-PF, PART II, LINE 10C	342,625.	356,438.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
1,275 UTS ENTERPRISE PRODS PTNRS	FMV	21,932.	40,048.
1,575 UTS NATURAL RESOURCE PTNRS	FMV	53,112.	38,178.
3,000 UTS. BLACKSTONE GROUP, LP	FMV	40,582.	39,360.
2,000 UTS. ENERGY TRANSFER EQUITY LP	FMV	59,769.	61,160.
1,500 UTS. ENERGY TRANSFER PTNRS LP	FMV	59,613.	67,455.
TOTAL TO FORM 990-PF, PART II, LINE 13		235,008.	246,201.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 12

NAME OF MANAGER

ROY B. SIMPSON
EDITH J. SIMPSON
ROY B. SIMPSON, JR.

FORM 990-PF | GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR | STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICARES 88 HAMILTON AVE STAMFORD, CT 06902	N/A GENERAL PURPOSES	PUBLIC	2,500.
AMNESTY INTERNATIONAL USA 5 PENN PLAZA NEW YORK, NY 10001	N/A GENERAL PURPOSES	PUBLIC	1,000.
BRUCE MUSEUM ONE MUSEUM DRIVE GREENWICH, CT 06830	N/A VENETIAN RENAISSANCE	PUBLIC	23,700.
BRUCE MUSEUM ONE MUSEUM DRIVE GREENWICH, CT 068307100	N/A GENERAL PURPOSES	PUBLIC	7,000.
CALL-A-RIDE OF GREENWICH, INC. 37 LAFAYETTE PLACE GREENWICH, CT 06830	N/A GENERAL PURPOSES	PUBLIC	1,000.
CARE USA 151 ELLIS ST, NE ATLANTA, GA 30303	N/A GENERAL PURPOSES	PUBLIC	750.
CENTER FOR NEW AMERICAN MEDIA 589 EIGHTH AVENUE NEW YORK, NY 10018	N/A GENERAL PURPOSES	PUBLIC	500.
CHRISTIAN SCIENCE READING ROOM 333 GREENWICH AVENUE GREENWICH, CT 06831	N/A GENERAL PURPOSES	PUBLIC	100.

COALITION TO SALUTE AMERICAN HEROES P. O. BOX 96440 WASHINGTON, DC 20090	N/A GENERAL PURPOSES	PUBLIC	500.
CONNECTICUT FOOD BANK P. O. BOX 8686 NEW HAVEN, CT 06531	N/A GENERAL PURPOSES	PUBLIC	100.
CONNECTICUT PUBLIC BROADCASTING 1049 ASYLUM AVENUE HARTFORD, CT 06105	N/A GENERAL PURPOSES	PUBLIC	1,500.
DELTA SOCIETY 875-124TH AVE, NE, SUITE 101 BELLEVUE, WA 980052531	N/A GENERAL PURPOSES	PUBLIC	500.
EPISCOPAL CHARITIES 1047 AMSTERDAM AVENUE NEW YORK, NY 10025	N/A GENERAL PURPOSES	PUBLIC	1,200.
ERIC CARLE MUSEUM OF PICTURE BOOK ART 125 WEST BAY ROAD AMHERST, MA 01002	N/A GENERAL PURPOSES	PUBLIC	10,000.
FAMILY CENTERS, INC. 40 ARCH STREET GREENWICH, CT 06830	N/A GENERAL PURPOSES	PUBLIC	16,800.
FAMILY REENTRY INC. 9 MOTT AVENUE SUITE 104 NORWALK, CT 06850	N/A GENERAL PURPOSES	PUBLIC	2,000.
FRIENDS OF NATHANIEL WITHERELL 70 PARSONAGE ROAD GREENWICH, CT 06830	N/A GENERAL PURPOSES	PUBLIC	1,000.
GREENWICH ADULT DAY CARE, INC. 125 RIVER ROAD EXTENSION COS COB, CT 06807	N/A GENERAL PURPOSES	PUBLIC	21,350.

GREENWICH CHAPLAINCY SERVICES 70 PARSONAGE ROAD GREENWICH, CT 06830	N/A GENERAL PURPOSES	PUBLIC	4,500.
GREENWICH EMERGENCY MEDICAL SERVICES, INC. 1111 EAST PUTNAM AVENUE RIVERSIDE, CT 06878	N/A GENERAL PURPOSES	PUBLIC	3,100.
GREENWICH LAND TRUST, INC. 132 EAST PUTNAM AVE, 2 EAST STE D COS COB, CT 06807	N/A GENERAL PURPOSES	PUBLIC	1,000.
GREENWICH LIBRARY 101 W. PUTNAM AVE. GREENWICH, CT 06830	N/A GENERAL PURPOSES	PUBLIC	1,000.
GREENWICH POLICE SILVER SHIELD ASSOCIATION P.O. BOX 1123 GREENWICH, CT 06836	N/A GENERAL PURPOSES	PUBLIC	500.
GREENWICH RIDING AND TRAILS ASSOCIATION P.O. BOX 1403 GREENWICH, CT 06830	N/A GENERAL PURPOSES	PUBLIC	75.
HEALTHCARE CHAPLAINCY 315 EAST 62ND ST, 4TH FL NEW YORK, NY 10065	N/A GENERAL PURPOSES	PUBLIC	2,500.
HISTORICAL SOCIETY OF GREENWICH 39 STRICKLAND ROAD COS COB, CT 06807	N/A GENERAL PURPOSES	PUBLIC	5,000.
HUMANE SOCIETY OF THE UNITED STATES 2100 L STREET, NW WASHINGTON, DC 20037	N/A GENERAL PURPOSES	PUBLIC	2,500.
IN THE LIFE MEDIA 184 FIFTH AVENUE, 4TH FLOOR NEW YORK, NY 10010	N/A GENERAL PURPOSES	PUBLIC	4,850.

JACOB BURNS FILM CENTER, INC. 405 MANVILLE ROAD PLEASANTVILLE, NY 10570	N/A GENERAL PURPOSES	PUBLIC	130.
KIDS IN CRISIS ONE SALEM ST. COS COB, CT 06807	N/A GENERAL PURPOSES	PUBLIC	3,000.
MEALS-ON-WHEELS OF GREENWICH 89 MAPLE AVE. GREENWICH, CT 06830	N/A GENERAL PURPOSES	PUBLIC	2,500.
MEDIA MATTERS FOR AMERICA 1625 MASS. AVE.NW, SUITE 300 WASHINGTON, DC 20036	N/A GENERAL PURPOSES	PUBLIC	15,000.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	N/A GENERAL PURPOSES	PUBLIC	500.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH ST NEW YORK, NY 10011	N/A GENERAL PURPOSES	PUBLIC	2,500.
NEW LIFE OF NYC INC. 87 COLUMBIA STREET, SUITE 13G NEW YORK, NY 10002	N/A GENERAL PURPOSES	PUBLIC	1,000.
NEW YORK PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023	N/A GENERAL PURPOSES	PUBLIC	50,000.
PAGL FOUNDATION, INC. PO BOX 4001 OLD LYME, CT 06371	N/A GENERAL PURPOSES	PUBLIC	3,000.
PATHWAYS, INC. 175 MILBANK ROAD GREENWICH, CT 06830	N/A GENERAL PURPOSES	PUBLIC	1,000.

PRATT INSTITUTE 200 WILLOUGHBY AVENUE BROOKLYN, NY 11205	N/A GENERAL PURPOSES	PUBLIC	1,500.
SAVE THE SOUND 126 E. PUTNAM AVENUE COS COB, CT 06807	N/A GENERAL PURPOSES	PUBLIC	500.
SPECIAL OLYMPICS CONNECTICUT, INC. 2666 STATE STREET, SUITE 1 HAMDEN, CT 06517	N/A GENERAL PURPOSES	PUBLIC	500.
ST. BARNABAS EPISCOPAL CHURCH 954 LAKE AVENUE GREENWICH, CT 06831	N/A GENERAL PURPOSES	PUBLIC	35,000.
ST. BART'S MUSIC FESTIVAL 6847 JUNIATA PLACE PITTSBURGH, PA 15208	N/A GENERAL PURPOSES	PUBLIC	1,500.
STUDIO IN A SCHOOL ASSOCIATION 410 WEST 59TH STREET NEW YORK, NY 10019	N/A GENERAL PURPOSES	PUBLIC	50,000.
THIRTEEN WNET 450 WEST 33RD STREET NEW YORK, NY 10001	N/A GENERAL PURPOSES	PUBLIC	5,000.
TRICKLE UP PROGRAM 104 W. 27TH STREET, 12TH FLOOR NEW YORK, NY 10001	N/A GENERAL PURPOSES	PUBLIC	2,500.
U.S. SQUASH (2008 PAYMENT CANCELLED) 555 EIGHTH AVE, SUITE 1102 NEW YORK, NY 10018	N/A GENERAL PURPOSES	PUBLIC	-350.
UNIFORM PROFESSIONAL FIREFIGHTERS ASSOC. OF CT. P. O. BOX 447 HARTFORD, CT 06141	N/A GENERAL PURPOSES	PUBLIC	25.

UNITED WAY OF GREENWICH ONE LAFAYETTE COURT GREENWICH, CT 06830	N/A GENERAL PURPOSES	PUBLIC	15,000.
URBAN LEAGUE OF SOUTHERN CONNECTICUT 46 ATLANTIC AVENUE STAMFORD, CT 06836	N/A GENERAL PURPOSES	PUBLIC	200.
WNYC RADIO 160 VARICK STREET NEW YORK, NY 10013	N/A GENERAL PURPOSES	PUBLIC	970.
WOUNDED WARRIOR PROJECT 370 SEVENTH AVENUE NEW YORK, NY 10001	N/A GENERAL PURPOSES	PUBLIC	100.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			307,600.