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Form 990-PF

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

2009

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

Department of the Treasury Internal Revenue Service

For calendar year 2009, or tax year beginning 01-01-2009, and ending 12-31-2009

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

Use the IRS label. Name of foundation: THE GEOFFREY BEENE FOUNDATION. A Employer identification number: 43-6936635. B Telephone number: (212) 396-1200.

H Check type of organization: Section 501(c)(3) exempt private foundation. J Accounting method: Cash. E If private foundation status was terminated under section 507(b)(1)(A), check here.

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) (see page 11 of the instructions))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		163,924		44,599		44,599
	2 Savings and temporary cash investments		16,260,591		13,159,936		13,159,936
	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 (attach schedule) (see page 15 of the instructions)						
	7 Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)						
	b Investments—corporate stock (attach schedule)		15,894,060		15,812,272		15,628,630
	c Investments—corporate bonds (attach schedule)						
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)						
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
15 Other assets (describe ▶ _____)	<input checked="" type="checkbox"/>	5,026,106	<input checked="" type="checkbox"/>	5,038,400	<input checked="" type="checkbox"/>	5,038,400	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		37,344,681		34,055,207		33,871,565	
Liabilities	17 Accounts payable and accrued expenses						
	18 Grants payable						
	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable (attach schedule)						
	22 Other liabilities (describe ▶ _____)						
23 Total liabilities (add lines 17 through 22)				0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted		37,344,681		34,055,207		
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds						
	28 Paid-in or capital surplus, or land, bldg, and equipment fund						
	29 Retained earnings, accumulated income, endowment, or other funds						
30 Total net assets or fund balances (see page 17 of the instructions)		37,344,681		34,055,207			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		37,344,681		34,055,207			

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	37,344,681
2	Enter amount from Part I, line 27a	2	-3,289,474
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	34,055,207
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	34,055,207

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 Additional Data Table			
b				
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 See Additional Data Table			
b			
c			
d			
e			

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-610,699
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		}	3

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 page 18 of the 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	2,864,014	31,737,007	0.09024
2007	10,945,812	37,290,132	0.29353
2006			
2005			
2004			

2	Total of line 1, column (d).	2	0.38377
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	0.19189
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	27,832,166
5	Multiply line 4 by line 3.	5	5,340,631
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,547
7	Add lines 5 and 6.	7	5,346,178
8	Enter qualifying distributions from Part XII, line 4.	8	9,214,164

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	5,547
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	
3	Add lines 1 and 2.	3	5,547
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	5,547
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	22,520
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	22,520
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	16,973
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ▶ 10,000 Refunded ▶	11	6,973

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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NY _____		
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? <i>If "No," attach explanation .</i>	Yes	
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 on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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 page 20 of the instructions).	11		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of EISIKOVIC & KANE LLP Telephone no (212) 944-7733 Located at 1430 BROADWAY SUITE 1105 NEW YORK NY ZIP+4 10018			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			<input type="checkbox"/>

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
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		No
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 20__ , 20__ , 20__ , 20__			
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 page 20 of the instructions).	2b		No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20__ , 20__ , 20__ , 20__			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.</i>)	3b		No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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)? (see page 22 of the instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	No
	6b	No
	7b	No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(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
MARA HUTTON 44 WHIPPOORWILL LAKE ROAD CHAPPAQUA, NY 10514	EXECUTIVE VP 30 00	38,000		
G THOMPSON HUTTON 44 WHIPPOORWILL LAKE ROAD CHAPPAQUA, NY 10514	Trustee 30 00	70,185		

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). 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. Yes No

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). 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. **▶**

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 _____	
2 _____	
3 _____	
4 _____	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 _____	
2 _____	
3 All other program-related investments. See page 24 of the instructions _____	

Total. Add lines 1 through 3. **▶**

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	28,112,133
b	Average of monthly cash balances.	1b	143,873
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	28,256,006
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	
3	Subtract line 2 from line 1d.	3	28,256,006
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	423,840
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	27,832,166
6	Minimum investment return. Enter 5% of line 5.	6	1,391,608

Part XI Distributable Amount (see page 25 of the 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	1,391,608
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	5,547
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,547
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,386,061
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,386,061
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,386,061

Part XII Qualifying Distributions (see page 25 of the 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	9,214,164
b	Program-related investments—total from Part IX-B.	1b	
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	9,214,164
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 (see page 26 of the instructions).	5	5,547
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	9,208,617

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,386,061
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2009				
a From 2004.				
b From 2005.				
c From 2006.				
d From 2007.				9,105,040
e From 2008.				1,299,676
f Total of lines 3a through e.	10,404,716			
4 Qualifying distributions for 2009 from Part XII, line 4 \blacktriangleright \$ 9,214,164				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2009 distributable amount.				1,386,061
e Remaining amount distributed out of corpus	7,828,103			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	18,232,819			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions.				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.				
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) (see page 27 of the instructions).				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a.	18,232,819			
10 Analysis of line 9				
a Excess from 2005.				
b Excess from 2006.				
c Excess from 2007.				9,105,040
d Excess from 2008.				1,299,676
e Excess from 2009.				7,828,103

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a 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 organization had \$5,000 or more in assets at any time during the year—see page 27 of 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))

- 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

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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 <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 9,061,250
b <i>Approved for future payment</i>				
Total				▶ 3b

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

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... 1a(1) Cash... 1a(2) Other assets... 1b(1) Sales of assets... 1b(2) Purchases of assets... 1b(3) Rental of facilities... 1b(4) Reimbursement arrangements... 1b(5) Loans or loan guarantees... 1b(6) Performance of services... 1c Sharing of facilities... 1d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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 [x] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Signature of officer or trustee: ***** Date: 2010-11-09 Title: *****

Sign Here Paid Preparer's Use Only Preparer's Signature: MAX EISIKOVIC Date: Preparer's identifying number (see Signature on page 30 of the instructions) Firm's name (or yours if self-employed), address, and ZIP code: Eisikov & Kane LLP, 1430 Broadway Suite 1105, New York, NY 100183394 EIN: Phone no (212) 944-7733

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 organization

THE GEOFFREY BEENE FOUNDATION

Employer identification number

43-6936635

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 foundation

Check 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 33¹/₃% 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 in the heading 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).

Name of organization

THE GEOFFREY BEENE FOUNDATION

Employer identification number

43-6936635

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ESTATE OF GEOFFREY BEENE 13 EAST 69 STREET NEW YORK, NY 10021	\$ 6,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

THE GEOFFREY BEENE FOUNDATION

Employer identification number

43-6936635

Part II Noncash Property (see Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization THE GEOFFREY BEENE FOUNDATION	Employer identification number 43-6936635
--	---

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year.** (Complete columns (a) through (e) and the following line entry.)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	

Additional Data**Software ID:** 09000047**Software Version:****EIN:** 43-6936635**Name:** THE GEOFFREY BEENE FOUNDATION**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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)
475 Wyeth	P	2009-01-01	2009-01-01
500 Western Digital	P	2009-01-01	2009-06-17
300 Wells Fargo	P	2009-02-10	2009-03-11
600 Walt Disney	P	2009-01-01	2009-01-01
75 Visa	P	2009-04-30	2009-10-06
475 Viacom	P	2009-01-07	2009-12-01
400 Verizon Communications	P	2009-01-01	2009-01-01
200 Valero Energy	P	2009-07-27	2009-10-27
300 US Bancorp	P	2009-05-19	2009-11-23
400 Union Pacific	P	2009-01-01	2009-01-01
400 Tyson Foods	P	2009-03-23	2009-07-31
150 United Technologies	P	2009-01-01	2009-11-19
50 Toyota Motor	P	2009-05-28	2009-09-22
600 TJX Companies	P	2009-01-01	2009-01-01
775 Textron	P	2009-01-01	2009-01-01
400 Symantec	P	2009-02-24	2009-06-17
1,000 Sprint Nextel	P	2009-01-01	2009-01-01
1,300 Schering Plough	P	2009-01-01	2009-11-05
350 Sanofi Aventis	P	2009-01-01	2009-06-12
900 Safeway	P	2008-09-05	2009-01-01
45 Rio Tinto	P	2009-09-16	2009-11-25
753 Procter & Gamble	P	2009-01-01	2009-01-01
350 Phillip Morris International	P	2009-01-01	2009-01-01
325 Petroleo Brasileiro	P	2009-01-01	2009-01-01
88 Occidental Petroleum	P	2009-02-10	2009-10-29
105 Paccar	P	2009-04-07	2009-05-07
1,100 Nvidia	P	2008-09-04	2009-06-01
175 Nucor	P	2009-01-01	2009-09-11
1,225 Nokia	P	2009-01-01	2009-01-01
200 Nexen	P	2009-06-22	2009-11-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
20,449		17,884	2,565
12,313		14,198	-1,885
3,597		5,415	-1,818
14,716		13,258	1,458
5,101		5,032	69
14,235		9,345	4,890
11,926		14,498	-2,572
4,036		3,740	296
7,078		5,701	1,377
22,082		21,810	272
4,541		3,860	681
10,160		9,136	1,024
4,160		3,946	214
16,560		12,858	3,702
9,385		8,849	536
6,420		5,654	766
2,723		6,410	-3,687
13,650		12,845	805
11,623		11,333	290
18,473		22,996	-4,523
9,452		8,197	1,255
44,275		46,123	-1,848
14,460		18,446	-3,986
15,538		13,112	2,426
6,987		4,992	1,995
3,454		2,968	486
11,597		12,634	-1,037
8,125		7,904	221
16,159		18,413	-2,254
4,804		3,994	810

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			2,565
			-1,885
			-1,818
			1,458
			69
			4,890
			-2,572
			296
			1,377
			272
			681
			1,024
			214
			3,702
			536
			766
			-3,687
			805
			290
			-4,523
			1,255
			-1,848
			-3,986
			2,426
			1,995
			486
			-1,037
			221
			-2,254
			810

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
825 News Corp	P	2009-01-01	2009-01-01
250 Netapp	P	2009-04-20	2009-05-28
485 Morgan Stanley	P	2009-01-01	2009-01-01
50 Monsanto	P	2009-05-22	2009-06-09
135 Molson Coors Brewing Co	P	2009-01-01	2009-05-05
250 Microsoft	P	2009-01-01	2009-01-01
1,125 Metlife	P	2009-01-01	2009-01-01
974 Merck	P	2009-01-01	2009-01-01
150 Medco Health Solutions	P	2008-01-30	2009-01-09
300 McDonalds	P	2009-01-01	2009-01-01
225 Masco	P	2009-06-15	2009-08-04
743 Lowes Companies	P	2009-01-01	2009-01-01
75 Lockheed Martin	P	2009-01-01	2009-01-01
400 Lincoln National	P	2009-01-01	2009-01-01
200 Liberty Media	P	2009-04-13	2009-07-23
950 JP Morgan Chase	P	2009-01-01	2009-01-01
150 Jacobs Engineering Group	P	2009-01-01	2009-01-01
800 Ingram Micro	P	2008-08-22	2009-01-06
90 Honeywell International	P	2009-01-20	2009-05-06
425 Home Depot	P	2009-01-01	2009-05-18
525 Hartford Financial Services	P	2009-01-01	2009-01-01
25 Goldman Sachs Group	P	2008-04-14	2009-04-09
175 Glaxosmithkline	P	2009-02-26	2009-11-16
65 General Mills	P	2008-11-04	2009-05-06
300 General Electric	P	2008-04-30	2009-01-09
350 Genentech	P	2009-01-01	2009-01-01
700 Gap	P	2009-03-05	2009-01-01
1,300 Gannett	P	2009-01-01	2009-03-25
250 Freeport McMoran Copper & Gold	P	2009-01-01	2009-01-01
65 Fluor Corp	P	2009-01-23	2009-09-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,412		6,493	2,919
4,674		4,432	242
12,657		18,622	-5,965
4,265		4,267	-2
5,680		5,534	146
5,551		4,480	1,071
34,352		29,138	5,214
32,505		25,233	7,272
6,157		6,156	1
16,756		17,686	-930
3,018		2,178	840
16,700		13,725	2,975
5,836		7,026	-1,190
8,232		5,256	2,976
5,387		4,463	924
32,850		37,250	-4,400
6,221		6,115	106
10,749		15,583	-4,834
2,956		2,933	23
10,851		8,739	2,112
9,637		18,040	-8,403
2,976		4,175	-1,199
7,337		5,453	1,884
3,373		4,457	-1,084
4,803		9,907	-5,104
33,100		27,810	5,290
11,413		7,101	4,312
3,080		34,341	-31,261
18,052		12,433	5,619
3,626		2,623	1,003

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			2,919
			242
			-5,965
			-2
			146
			1,071
			5,214
			7,272
			1
			-930
			840
			2,975
			-1,190
			2,976
			924
			-4,400
			106
			-4,834
			23
			2,112
			-8,403
			-1,199
			1,884
			-1,084
			-5,104
			5,290
			4,312
			-31,261
			5,619
			1,003

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1000 Fifth Third Bancorp	P	2008-12-17	2009-03-18
2,100 Ericsson	P	2009-01-01	2009-01-01
425 EOG Res	P	2009-01-01	2009-01-01
600 Emerson Electric	P	2009-01-01	2009-01-01
700 Eli Lilly	P	2009-01-01	2009-01-01
275 Eastman Chemical	P	2008-11-06	2009-01-01
325 E I Du Pont De Nemours	P	2009-04-14	2009-01-01
230 Devon Energy	P	2008-08-08	2009-01-01
800 Dell	P	2009-01-01	2009-02-09
225 Crown Castle International	P	2009-07-22	2009-10-09
250 Corning	P	2008-11-26	2009-06-26
50 Colgate Palmolive	P	2009-01-13	2009-11-09
1,700 Citigroup	P	2009-01-01	2009-02-06
125 Chevron	P	2009-03-24	2009-08-12
475 Charles Schwab	P	2009-01-01	2009-01-01
700 Centex	P	2008-05-23	2009-02-06
425 Caterpillar	P	2009-01-01	2009-01-01
600 Cardinal Health	P	2009-01-01	2009-01-01
300 Capital One Financial	P	2009-05-01	2009-01-01
295 Bunge Ltd	P	2009-01-01	2009-01-01
500 Bristol Myers Squibb	P	2008-11-06	2009-07-10
125 BLACK & DECKER	P	2009-09-02	2009-12-11
225 Becton Dickinson	P	2008-07-25	2009-01-01
1,000 Bank of America	P	2009-01-01	2009-01-01
225 Archer Daniels Midland	P	2009-01-06	2009-08-03
175 Arcelormittal	P	2009-01-01	2009-12-22
292 Apache	P	2009-01-01	2009-01-01
325 Amgen	P	2009-01-01	2009-01-01
175 American Tower	P	2009-07-23	2009-10-09
700 American International Group	P	2009-01-01	2009-03-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,159		7,481	-5,322
18,591		14,286	4,305
32,481		31,294	1,187
21,822		17,678	4,144
23,521		22,700	821
12,339		10,956	1,383
10,683		8,671	2,012
14,430		20,779	-6,349
7,700		9,366	-1,666
7,008		6,102	906
4,009		2,262	1,747
4,009		3,281	728
6,673		39,376	-32,703
8,603		8,713	-110
8,291		8,644	-353
7,608		13,284	-5,676
23,063		15,321	7,742
17,758		23,432	-5,674
11,411		5,203	6,208
16,846		12,910	3,936
9,652		10,203	-551
7,751		5,284	2,467
14,546		19,188	-4,642
5,903		15,921	-10,018
6,831		6,464	367
7,779		6,008	1,771
25,938		24,752	1,186
17,697		18,288	-591
6,407		5,891	516
1,235		28,556	-27,321

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-5,322
			4,305
			1,187
			4,144
			821
			1,383
			2,012
			-6,349
			-1,666
			906
			1,747
			728
			-32,703
			-110
			-353
			-5,676
			7,742
			-5,674
			6,208
			3,936
			-551
			2,467
			-4,642
			-10,018
			367
			1,771
			1,186
			-591
			516
			-27,321

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
75 Amazon com	P	2009-05-21	2009-12-24
650 Altera	P	2009-01-01	2009-01-01
95 Aflac	P	2009-01-09	2009-02-02
150 Aetna	P	2009-09-15	2009-12-14
250 Activision Blizzard	P	2008-10-21	2009-02-17
175 ACE Limited	P	2009-01-01	2009-01-01
200 Abbott Laboratories	P	2008-09-22	2009-01-01
AOL Inc	P	2009-12-16	2009-12-16
90 Time Warner Cable	P	2009-04-06	2009-04-06
452 Taiwan Semiconductor	P	2009-08-18	2009-08-18
112 Carefusion	P	2009-09-15	2009-09-15
Merck	P	2009-11-13	2009-11-13
300 XL Capital	D	2001-01-01	2009-08-25
450 Western Digital	P	2008-05-07	2009-01-01
185 Wal-Mart Stores	P	2008-02-14	2009-04-28
800 Tyson Foods	P	2008-05-07	2009-01-01
100 Toyota Motor	P	2008-06-06	2009-01-01
250 Time Warner	P	2001-01-01	2009-12-15
275 The Travelers Companies	P	2001-01-01	2009-01-01
365 Teva Pharmaceutical	P	2001-01-01	2009-01-01
4,600 Sprint Nextel	P	2001-01-01	2009-01-01
100 Schlumberger	D	2007-06-27	2009-12-14
700 Royal Dutch Shell	P	2001-01-01	2009-01-01
50 Phillip Morris International	P	2008-04-03	2009-05-01
180 Pepsico	P	2001-01-01	2009-01-01
100 Nike	P	2008-05-02	2009-08-20
1,200 Motorola	P	2008-06-19	2009-09-18
500 Monsanto	D	2001-01-01	2009-01-01
150 Microsoft	P	2007-12-11	2009-01-01
100 Metlife	P	2008-10-08	2009-11-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,383		5,707	4,676
13,048		12,013	1,035
2,200		4,166	-1,966
4,935		4,499	436
2,382		3,301	-919
8,636		7,125	1,511
8,662		11,683	-3,021
7			7
3,210		2,518	692
4,631		4,680	-49
2,106		2,446	-340
24			24
5,023		22,041	-17,018
11,082		13,526	-2,444
9,019		9,390	-371
10,263		14,186	-3,923
8,573		10,314	-1,741
7,576		6,927	649
12,193		14,651	-2,458
17,469		17,836	-367
20,347		36,571	-16,224
6,206		8,057	-1,851
34,235		53,464	-19,229
1,845		2,398	-553
9,997		12,261	-2,264
5,700		6,776	-1,076
10,454		9,744	710
41,048		37,972	3,076
2,983		5,191	-2,208
3,427		2,650	777

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			4,676
			1,035
			-1,966
			436
			-919
			1,511
			-3,021
			7
			692
			-49
			-340
			24
			-17,018
			-2,444
			-371
			-3,923
			-1,741
			649
			-2,458
			-367
			-16,224
			-1,851
			-19,229
			-553
			-2,264
			-1,076
			710
			3,076
			-2,208
			777

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
300 Medco Health Solutions	P	2001-01-01	2009-01-01
175 McDonalds	D	2001-01-01	2009-01-01
275 JC Penney	P	2008-02-05	2009-01-01
660 Hewlett Packard	D	2001-01-01	2009-01-01
67 Google	D	2007-06-27	2009-01-01
43 Goldman Sachs Group	P	2008-04-14	2009-01-01
440 Gilead Sciences	D	2007-06-27	2009-01-01
1,100 Genworth Financial	D	2007-06-27	2009-08-04
170 General Electric	D	2007-06-27	2009-01-09
150 Genentech	D	2007-06-27	2009-03-17
100 Franklin Resources	D	2007-06-27	2009-06-04
55 Fluor Corp	P	2008-07-22	2009-09-16
375 Exxon Mobil	D	2007-06-27	2009-01-01
200 EOG Res	P	2008-01-18	2009-01-01
150 Emerson Electric	P	2007-11-19	2009-06-09
270 Deutsche Bank	P	2001-01-01	2009-01-01
75 Deere & Co	P	2007-12-07	2009-03-04
600 Corning	P	2008-11-26	2009-12-11
175 Conocophilips	P	2007-08-30	2009-02-05
275 Colgate Palmolive	P	2001-01-01	2009-01-01
300 Coca Cola	P	2001-01-01	2009-01-01
90 CME Group	P	2001-01-01	2009-01-01
950 Cisco	D	2001-01-01	2009-01-01
400 Chevron	D	2007-06-27	2009-01-01
125 Celgene	P	2007-08-09	2009-09-29
500 CBS Corp	D	2007-06-27	2009-01-01
100 Caterpillar	P	2007-12-26	2009-03-03
600 BP Plc	P	2001-01-01	2009-01-01
150 Baxter International	P	2008-04-23	2009-01-01
1,100 Bank of America	P	2001-01-01	2009-03-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
17,111		12,773	4,338
9,896		9,210	686
6,163		12,740	-6,577
26,792		28,992	-2,200
27,962		32,863	-4,901
7,638		7,181	457
20,902		17,071	3,831
7,745		37,840	-30,095
2,722		6,508	-3,786
14,071		11,349	2,722
7,269		13,247	-5,978
3,068		3,447	-379
25,362		31,455	-6,093
13,267		16,974	-3,707
5,263		8,073	-2,810
13,952		34,027	-20,075
1,998		5,374	-3,376
11,120		5,428	5,692
8,155		14,263	-6,108
17,459		18,335	-876
13,536		18,995	-5,459
20,492		50,114	-29,622
20,332		26,655	-6,323
26,593		33,696	-7,103
6,895		7,589	-694
6,659		16,660	-10,001
2,276		7,349	-5,073
28,795		43,459	-14,664
8,113		9,112	-999
5,714		50,910	-45,196

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			4,338
			686
			-6,577
			-2,200
			-4,901
			457
			3,831
			-30,095
			-3,786
			2,722
			-5,978
			-379
			-6,093
			-3,707
			-2,810
			-20,075
			-3,376
			5,692
			-6,108
			-876
			-5,459
			-29,622
			-6,323
			-7,103
			-694
			-10,001
			-5,073
			-14,664
			-999
			-45,196

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
275 Autoliv Inc	D	2007-06-27	2009-06-17
400 AT&T	P	2007-09-20	2009-01-01
280 Apple	D	2007-06-27	2009-01-01
300 Apache	P	2001-01-01	2009-01-01
2,000 American International Group	D	2001-01-01	2009-03-18
1,695 Altria	P	2001-01-01	2009-01-01
1,200 Allstate	P	2001-01-01	2009-01-01
14,417 Alliance Bernstein REIT	P	2007-12-28	2009-05-20
150 Alcon	D	2007-06-27	2009-01-01
230 Abbott Laboratories	P	2001-01-01	2009-01-01
1500000 FEDERAL HOME LOAN BANK	P	2009-09-14	2009-12-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,540		15,639	-8,099
10,472		16,854	-6,382
31,489		34,171	-2,682
26,552		32,547	-5,995
2,614		128,025	-125,411
30,867		34,849	-3,982
31,789		53,021	-21,232
86,216		166,810	-80,594
13,126		20,237	-7,111
10,196		13,644	-3,448
1,500,000		1,500,500	-500

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-8,099
			-6,382
			-2,682
			-5,995
			-125,411
			-3,982
			-21,232
			-80,594
			-7,111
			-3,448
			-500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WHIPPOORWILL CLUB FOUNDATION150 WHIPPOORWILL ROAD ARMONK,NY 10504	N/A	501C3	EDUCATIONAL SCHOLARSHIPS	5,000
WOUNDED WARRIORS INC1719 N 60TH STREET OMAHA,NE 68104	N/A	501C3	SUPPORT FOR VETERANS	25,000
VOLUNTEERS OF AMERICA340 WEST 85TH STREET NEW YORK,NY 10024	N/A	501C3	ADVANCEMENT OF HEALTH RELATED PROGRAM & SERVICES	15,000
UJA FEDERATION OF NEW YORK 130 EAST 59TH STREET NEW YORK,NY 10022	N/A	501C3	EDUCATION PROGRAMS	22,500
PAT TILLMAN FOUNDATION2121 SOUTH MILL AVE SUITE 214 TEMPE,AZ 85282	N/A	501C3	VETERANS EDUCATIONAL PROGRAMS	35,000
NY TIMES NEEDIEST CASES620 8TH AVENUE 16TH FL NEW YORK,NY 10018	N/A	501C3	GENERAL CHARITABLE PURPOSES	2,000
MEMORIAL SLOAN KETTERING 1275 YORK AVENUE NEW YORK,NY 10065	N/A	501C3	CANCER RESEARCH	6,000,000
HOSPICE VNSW WPHC311 NORTH STR SUITE 204 WHITE PLAINS,NY 10605	N/A	501C3	HOSPICE CARE	2,500
FAMILY VIOLENCE PREVENTION FUND383 RHODE ISLAND STR SUITE 304 SAN FRANCISCO,CA 94103	N/A	501C3	PROTECTION OF WOMEN AND CHILDREN	110,000
MAKE A WISH FOUNDATION1111 MARCUS AVENUE SUITE LL22 LAKE SUCCESS,NY 11042	N/A	501C3	CHILDREN'S HEALTH SERVICES	25,000
EAST COAST ASSISTANCE DOGS 149 NEWFIELD RD TORRINGTON,CT 06790	N/A	501C3	ASSISTANCE FOR VETERANS WITH DISABILITIES	50,000
FIRST STEP-THE WESTERN COUNTY PROJE44568 PINETREE DRIVE PLYMOUTH,MI 48170	N/A	501C3	BREAST CANCER RESEARCH	5,000
FRIENDS OF KAREN118 TITCUS RD PO BOX 190 PURDYS,NY 10578	N/A	501C3	FAMILY AND CHILDRENS AID	2,500
YMA FASHION SCHOLARSHIP FUND36 WEST 20 STREET NEW YORK,NY 10011	N/A	501C3	SCHOLARSHIPS & EDUCATIONAL PROGRAMS	398,250
ARTS AND SCIENCES FOUNDATION134 E FRANKLIN ST CHAPEL HILL,NC 27599	N/A	501C3	CHILDREN AND YOUTH HUMAN SERVICES	2,500
Total				9,061,250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CITY HARVEST575 8TH AVE 4TH FL NEW YORK, NY 10018	N/A	501C3	FOOD RESCUE ORGANIZATION	5,000
CFDA FOUNDATION1412 BROADWAY SUITE 2006 NEW YORK, NY 10018	N/A	501C3	SCHOLARSHIPS & EDUCATIONAL PROGRAMS	1,000,000
GEOFFREY BEENE ALZHEIMER'S INITIATI1430 BROADWAY NEW YORK, NY 10018	N/A	501C3	ALZHEIMER'S RESEARCH & AWARENESS	1,250,000
BOY SCOUTS OF AMERICA NY COUNCIL350 FIFTH AVE SUITE 430 NEW YORK, NY 10018	N/A	501C3	SCHOLARSHIPS & EDUCATIONAL PROGRAMS	1,000
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75231	N/A	501C3	HEART DISEASE RESEARCH	100,000
CITY MEALS ON WHEELS355 LEXINGTON AVENUE NEW YORK, NY 10017	N/A	501C3	PROVIDE MEALS TO HOMEBOUND ELDERLY	5,000
Total				9,061,250

3a

TY 2009 Accounting Fees Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 09000047

Software Version: 2009v1.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	31,789	19,073	0	12,716

TY 2009 Legal Fees Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 09000047

Software Version: 2009v1.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	14,853	1,485	0	13,368

TY 2009 Other Assets Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 09000047

Software Version: 2009v1.3

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MISCELLANEOUS RECEIVABLE		19,250	19,250
FINE ART	28,700	28,700	28,700
COLLECTION OF GB DESIGNS & JEWELRY	4,990,450	4,990,450	4,990,450

TY 2009 Other Expenses Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 09000047

Software Version: 2009v1.3

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PUBLICATION EXPENSE	120			120
PAYROLL PROCESSING FEE	248			248
INVESTMENT FEES	26,483	26,483		
INSURANCE EXPENSES	26,834	2,683		24,151
FOREIGN TAXES	768	768		
DUES AND SUBSCRIPTIONS	495			495

TY 2009 Taxes Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 09000047

Software Version: 2009v1.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE FILING FEES	750			750
PAYROLL TAXES	3,409			3,409
FEDERAL EXCISE TAXES	19,279			

THE GEOFFREY BEENE FOUNDATION
43-6936635
FORM 990-PF, PART II, LINE 10B
STATEMENT 5 ATTACHMENT

Description	Qty	Cost	Market Value
ACE Limited	75	3,392	3,780
Aetna	600	17,602	19,020
Air Products & Chemicals	400	31,074	32,424
AK Steel	475	10,051	10,141
Alcon	425	56,751	69,849
Altria	650	10,794	12,760
Amazon.com	50	3,850	6,726
Ameriprise Financial	325	12,043	12,617
Anheuser Busch Inbev	125	6,016	6,504
AOL Inc	127	2,117	2,957
Apple	475	61,668	100,159
Arcelormittal	350	13,250	16,013
Archer Daniels Midland	700	18,618	21,917
AT&T	2300	77,992	64,469
Bank New York Mellon	140	4,280	3,916
Bank of America	1550	25,591	23,343
Baxter International	175	10,573	10,269
BB&T	475	12,674	12,051
Bernstein Emerging Markets	6131	246,773	178,228
Bernstein Intermed. Duration	393,349.23	5,752,353	5,927,773
Bernstein International	56,035.77	1,378,131	847,821
Bernstein Short Duration	502,507.12	5,921,097	5,879,333
Broadcom	225	6,409	7,076
Bunge Ltd	280	14,007	17,872
Cameron International	475	18,011	19,855
CBS Corp	1100	36,652	15,455
Celgene	425	27,617	23,664
Chevron	175	12,172	13,473
Cimarex Energy	275	10,811	14,567
Cisco	1250	36,144	29,925
CME Group	65	24,802	21,837
Comcast	350	6,166	5,901
Conocophilips	1100	69,330	56,177
Constellation Brands	800	12,363	12,744
Cooper Industries	225	8,521	9,594
Corning	700	9,592	13,517
Costco Wholesale	550	31,062	32,544
Covidien	150	7,016	7,184
Credit Suisse Group	300	14,655	14,748
D R Horton	600	5,634	6,522

Description	Qty	Cost	Market Value
Danaher Corp	375	21,997	28,200
Dean Foods	350	6,337	6,314
Dell	2000	26,295	28,720
Deutsche Bank	305	26,473	21,628
Devon Energy	600	35,132	44,100
E I Du Pont De Nemours	875	23,270	29,461
EMC Corp	1600	27,047	27,952
EnSCO International	150	6,132	5,991
FedEx	100	6,477	8,345
Ford Motor	1600	12,742	16,000
Franklin Resources	100	13,247	10,535
Freeport McMoran Copper & Gold	350	23,119	28,102
Garmin	250	9,679	7,675
General Electric	1900	30,484	28,747
General Mills	45	2,697	3,186
Gilead Sciences	1100	47,586	47,608
Goldman Sachs Group	775	97,164	130,851
Google	160	70,403	99,197
Hewlett Packard	1040	46,803	53,570
Home Depot	475	9,915	13,742
Huntsman	650	7,001	7,339
Illinois Tool Works	850	36,357	40,792
Ingersoll Rand	950	25,693	33,953
Intel	2900	51,205	59,160
JC Penney	475	14,114	12,640
Johnson Controls	375	9,536	10,215
JP Morgan Chase	2805	99,574	116,884
KLA-Tencor	450	15,669	16,272
Kohls	700	30,211	37,751
Lowes Companies	907	17,548	21,215
Macys	1000	25,142	16,760
Masco	375	3,630	5,179
Medco Health Solutions	150	7,540	9,587
Merck	1375	48,034	50,243
Metlife	175	4,113	6,186
Micron Technology	1800	11,997	19,008
Microsoft	500	13,501	15,245
Morgan Stanley	650	13,516	19,240
Motorola	2800	12,700	21,728
National-Oilwell Varco	200	7,144	8,818
News Corp	3075	20,796	42,097
Nexen	650	13,980	15,555
Nisource	475	6,479	7,306
Nokia	1575	18,535	20,239
Northrop Grumman	375	17,322	20,944

Description	Qty	Cost	Market Value
NVR	18	8,962	12,793
Occidental Petroleum	475	31,488	38,641
Office Depot	2100	13,233	13,545
Pepco Holdings	800	12,260	13,480
Pepsico	400	23,018	24,320
Pfizer	3400	79,514	61,846
Principal Financial Group	225	6,632	5,409
Pulte Homes	600	6,792	6,000
Qualcomm	1200	54,829	55,512
Quanta Services	275	6,395	5,731
Reliant Energy	800	13,209	4,576
Schlumberger	850	62,877	55,327
Smithfield Foods	475	6,115	7,215
Sprint Nextel	6500	23,645	23,790
SPX	225	11,453	12,308
Steel Dynamics	400	6,656	7,088
Suncor Energy	200	7,450	7,062
Supervalu	900	13,605	11,439
Symantec	1200	17,166	21,468
Target	600	25,755	29,022
Teva Pharmaceutical	600	27,671	33,708
Textron	325	3,113	6,113
The Travelers Companies	300	13,268	14,958
Time Warner	1150	23,230	33,511
Time Warner Cable	766	23,701	31,705
Tyco Electronics	1300	24,825	31,915
Unum Group	400	6,659	7,808
UPS	125	7,407	7,171
US Bancorp	800	16,056	18,008
Vale	225	6,647	6,532
Valero Energy	1200	22,218	20,100
Vertex Pharmaceuticals	225	9,526	9,641
Visa	125	8,230	10,933
Vodafone Group	650	11,974	15,009
Wal-Mart Stores	265	14,841	14,164
Walt Disney	300	5,402	9,675
Wells Fargo	1200	30,262	32,388
Western Digital	450	12,041	19,868
XL Capital	800	12,159	14,664
Accrued interest			15,182
TOTAL		15,812,272	15,628,630