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
GLADYS AND ROLAND HARRIMAN FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O BBH TRUST CO.NA-140 BROADWAY | 5TH FL

City or town, state, and ZIP code
NEW YORK, NY 10005

A Employer identification number
51-0193915

B Telephone number
(212) 493-8185

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) ▶$ 107,471,262.

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				
4	Dividends and interest from securities	1,660,497.	1,660,497.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,350,539.			
b	Gross sales price for all assets on line 6a 7,554,214.				
7	Capital gain net income (from Part IV, line 2)		1,350,539.		
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	28,184.	412.		STATEMENT 2
12	**Total.** Add lines 1 through 11	3,039,220.	3,011,448.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	55,586.	0.		55,586.
14	Other employee salaries and wages	43,264.	0.		43,264.
15	Pension plans, employee benefits	16,821.	0.		16,821.
16a	Legal fees STMT 3	987.	0.		987.
b	Accounting fees STMT 4	47,560.	0.		47,560.
c	Other professional fees STMT 5	115,560.	115,560.		0.
17	Interest				
18	Taxes STMT 6	65,658.	17,577.		7,720.
19	Depreciation and depletion				
20	Occupancy	28,289.	0.		28,289.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	66,754.	57,220.		9,534.
24	**Total operating and administrative expenses.** Add lines 13 through 23	440,479.	190,357.		209,761.
25	Contributions, gifts, grants paid	5,392,924.			5,392,924.
26	**Total expenses and disbursements.** Add lines 24 and 25	5,833,403.	190,357.		5,602,685.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	<2,794,183.>			
b	**Net investment income** (if negative, enter -0-)		2,821,091.		
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		102,238.	102,238.
	2 Savings and temporary cash investments	5,645,783.	4,938,000.	4,938,000.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations	3,564,477.		
	b Investments - corporate stock STMT 8	54,861,641.	63,787,641.	71,198,431.
	c Investments - corporate bonds			
	11 Investments - land, buildings and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	33,427,844.	25,886,168.	31,211,047.
	14 Land, buildings, and equipment basis ▶ 9,489.			
	Less accumulated depreciation STMT 10▶ 9,489.			
	15 Other assets (describe ▶ STATEMENT 11)	30,281.	21,546.	21,546.
	16 **Total assets** (to be completed by all filers)	97,530,026.	94,735,593.	107,471,262.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ SIMPLE IRA PAYABLE)	250.	0.	
	23 **Total liabilities** (add lines 17 through 22)	250.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	97,529,776.	94,735,593.	
	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			
	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**	97,529,776.	94,735,593.	
	31 **Total liabilities and net assets/fund balances**	97,530,026.	94,735,593.	

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	97,529,776.
2	Enter amount from Part I, line 27a	2	<2,794,183.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	94,735,593.
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	94,735,593.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	7,554,214.		6,203,675.	1,350,539.

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				1,350,539.

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	1,350,539.
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	7,005,752.	117,495,689.	.059626
2007	7,231,962.	131,521,341.	.054987
2006	5,449,813.	118,418,419.	.046022
2005	6,330,257.	111,857,146.	.056592
2004	6,200,285.	108,572,886.	.057107

2 Total of line 1, column (d)	2	.274334
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	.054867
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	97,316,811.
5 Multiply line 4 by line 3	5	5,339,481.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	28,211.
7 Add lines 5 and 6	7	5,367,692.
8 Enter qualifying distributions from Part XII, line 4	8	5,602,685.

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 ▶ [X] and enter 1% of Part I, line 27b			1	28,211.
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	28,211.
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	28,211.
6 Credits/Payments				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	18,276.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	15,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	33,276.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	193.
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	4,872.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶		4,872. 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) ▶ 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? 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

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

			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 ▶ BARBARA O'CONNELL Telephone no ▶212-493-8185

Located at ▶140 BROADWAY - 11TH FL. NEW YORK, NY ZIP+4 ▶10005

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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? ☐ 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)? N/A	1b		
	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

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		55,586.	4,251.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
BROWN BROTHERS HARRIMAN & CO 140 BROADWAY, NEW YORK, NY 10005	INVESTMENT ADVISOR	115,560.
BROWN BROTHERS HARRIMAN TRUST CO, N.A. 140 BROADWAY, NEW YORK, NY 10005	ACCOUNTING FEES	36,420.
DORFMAN ABRAMS MUSIC - 250 PEHLE AVE, SUITE 702, SADDLE BROOK, NJ 07663	AUDITING FEES	11,140.
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	91,618,349.
b	Average of monthly cash balances		1b	7,158,898.
c	Fair market value of all other assets		1c	21,546.
d	Total (add lines 1a, b, and c)		1d	98,798,793.
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	98,798,793.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,481,982.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	97,316,811.
6	**Minimum investment return.** Enter 5% of line 5		6	4,865,841.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6		1	4,865,841.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 28,211.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	28,211.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	4,837,630.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	4,837,630.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	4,837,630.

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	5,602,685.
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	5,602,685.
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	28,211.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,574,474.

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					4,837,630.
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	825,938.				
b From 2005	805,766.				
c From 2006					
d From 2007	863,993.				
e From 2008	1,167,520.				
f **Total** of lines 3a through e		3,663,217.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 5,602,685.					
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					4,837,630.
e Remaining amount distributed out of corpus		765,055.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		4,428,272.			
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		825,938.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		3,602,334.			
10 Analysis of line 9					
a Excess from 2005	805,766.				
b Excess from 2006					
c Excess from 2007	863,993.				
d Excess from 2008	1,167,520.				
e Excess from 2009	765,055.				

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))

NONE

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

NONE

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

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

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

BARBARA O'CONNELL, 140 BROADWAY -11TH FL. NY, NY 10005 212-493-8185

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

TYPED ORGANIZATION HISTORY AND DETAILS OF GRANT PURPOSES

c Any submission deadlines

NONE

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

NONE

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 ATTACHED STATEMENT	NONE	PUBLIC	GENERAL SUPPORT	5,392,924.
Total			▶ 3a	5,392,924.
b *Approved for future payment*				
SEE ATTACHED STATEMENT	NONE	PUBLIC	GENERAL SUPPORT	6,834,926.
Total			▶ 3b	6,834,926.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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					
4 Dividends and interest from securities			14	1,660,497.	
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	<9,825.>	
8 Gain or (loss) from sales of assets other than inventory			18	1,350,539.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a PRIOR YEAR OVERPAYMENT			01	19,733.	
b PRIOR YEAR OVERPAYMENT			01	18,276.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		3,039,220.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 3,039,220.

(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)
A	PRIOR YEAR TAX OVERPAYMENT REFUND
B	PRIOR YEAR TAX OVERPAYMENT APPLIED TO NEXT YEAR

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

Signature of officer or trustee — Date 11/12/10 — Title PRESIDENT

Paid Preparer's Use Only

Preparer's signature	Date 11/12/10	Check if self-employed ☐	Preparer's identifying number 548-81-3358
Firm's name (or yours if self-employed), address, and ZIP code	BROWN BROTHERS HARRIMAN TRUST CO., N.A. 140 BROADWAY - 5TH FL NEW YORK, NY 10005	EIN 20-4592596	Phone no 212-493-8000

923622
02-02-10

G&R Harriman Foundation

Schedule of Charitable Contributions

01/01/09 - 12/31/09

Date	Num		Name/Adress	Amount
02/12/2009	1680	AMERICAN RED CROSS	430 17th STREET NW GL-31 Washington DC20006	5,000 00
02/12/2009	1681	AMERICAN RED CROSS OF GREATER IDAHO	404 SOUTH 8th STREET Boise, ID 83704	4,000 00
02/12/2009	1682	BISHOP KELLY FOUNDATION	7009 Franklin Rd Boise, ID 83709	1,000 00
02/12/2009	1683	THE BOYS CLUB OF NEW YORK	287 EAST 10th STREET NY NY 10009	1,000 00
02/12/2009	1684	MONASTERY OF ST GERTRUDE	465 KAUTERVILLE ROAD Cottonwood ID 83522	1,500 00
02/12/2009	1685	RONALD MCDONALD CHARITIES OF IDAHO INC	101 WARM SPRINGS AVE Boise ID 83712	1,000 00
02/12/2009	1686	SALVATION ARMY	19th AND BRANNOCK Boise ID 83702	500 00
02/12/2009	1687	LYMAN ALLYN ART MUSEUM	625 WILLIAM ST New London CT 06320	7,500 00
02/12/2009	1688	COMMUNITY FOUNDAT OF SOUTHEAST CONNETICUT	147 STATE ST New london CT 06320	7,500 00
02/12/2009	1689	CHILDREN'S SPECIALIZED HOSPITAL FDN	Mountainside NJ 07091	7,500 00
02/12/2009	1690	OVERLOOK HOSPITAL FOUNDATION	36 UPPER OVERLOOK RD Summit NJ 07091	7,500 00
02/12/2009	1691	LAKE DELAWARE BOYS CAMP	PO BOX 31 LAKE DELAWARE Delhi NY 13753	5,000 00
02/12/2009	1692	NY SOCIETY PREVENTION CRUELTY TO CHILDREN	161 WILLIAM ST NY NY 10038	5,000 00
02/12/2009	1693	COMMUNITY SCHOOL	PO BOX 2118 Sun Valley ID 83353	3,750 00
02/12/2009	1694	HOLDERNESS SCHOOL	CHAPEL LA PO BOX 1879 Plymouth NH 03264	500 00
02/12/2009	1695	CAMPFIRE FOUNDATION INC	PO BOX 31 LAKE DELAWARE Delhi NY 13753	750 00
02/12/2009	1696	RIVERSTONE INTERNATIONAL SCHOOL	161 WILLIAM ST NY NY 10038	10,000 00
02/12/2009	1697	HARNESS RACING MUSEUM	PO BOX 2118 Sun Valley ID 83353	5,000 00
03/26/2009		HARNESS RACING MUSEUM	PO BOX 2118 Sun Valley ID 83354	60,000 00
03/26/2009		THE BOYS CLUB OF NEW YORK	287 EAST 10th STREET NY NY 10009	123,000 00
03/27/2009	1698	GOSHEN HISTORIC TRACK	CHAPEL LA PO BOX 1879 Plymouth NH 03264	15,322 13
03/27/2009	1699	HARVARD UNIVERSITY	79 JFK STREET MAILBOX 123 Boston MA	20,000 00
03/27/2009	1700	AMERICAN ASSEMBLY	475 Riverside Dr NY NY 10115	7,000 00
03/27/2009	1701	AMERICAN MUSEUM OF NATURAL HISTORY	Central Park West @ 79th St NY NY 10024	11,000 00
03/27/2009	1702	AMERICAN RED CROSS	430 17th STREET NW GL-31 Wash DC 20006	70,000 00
03/27/2009	1703	AMERICAN RED CROSS IN GREATER NEW YORK	520 WEST 48th STREET NY NY 10019	35,000 00
03/27/2009	1704	AMERICAN RED CROSS MID COAST CHAPTER	16 COMMUNITY WAY Topsham ME 04086	18,000 00
03/27/2009	1705	ART STUDENTS LEAGUE	215 WEST 57th ST NY NY 10019	7,000 00
03/27/2009	1706	BOWDOIN INTERNATIONAL MUSIC FESTIVAL	6300 COLLEGE STA Brunswick ME 04011	14,000 00
03/27/2009	1707	CENTRAL PARK CONSEVANCY	14 EAST 60th STREET NY NY 10022	20,000 00
03/27/2009	1708	COVENANT HOUSE NEW YORK	460 WEST 41st ST NY NY 10011	11,000 00
03/27/2009	1709	EPISCOPAL CHURCH FOUNDATION	815 SECOND AVE NY NY 10017	5,000 00

G&R Harriman Foundation
Schedule of Charitable Contributions
01/01/09 - 12/31/09

Date	Num		Name/Adress	Amount
03/27/2009	1710	FRIENDS OF IDAHO PUBLIC TELEVISION	1455 NORTH ORCHARD ST Boise ID83706	88,000 00
03/27/2009	1711	GRACE OPPORTUNITY PROJECT	86 FOURTH AVE NY NY 10003	8,000 00
03/27/2009	1712	GREENVILLE BAKER BOYS & GIRLS CLUB	135 FOREST AVE LOCUST VALLEY NY 11560	8,000 00
03/27/2009	1713	I GUILLARI DI PIAZZA	THE CATHEDRAL OF ST JOHN THE DEVINE 1047 Amsterdam Ave N	11,000 00
03/27/2009	1714	LAKE DELAWARE BOYS CAMP	PO BOX 31 LAKE DELAWARE Delhi NY 13753	14,000 00
03/27/2009	1715	MAINE PUBLIC BROADCASTING CORP	1450 LISBON ST LEWISTON ME 04240	70,000 00
03/27/2009	1716	MEADOWCROFT MUSEUM OF RURAL LIFE	401 MEADOWCROFT RD AVELLA PA 15312	11,000 00
03/27/2009	1717	MEMORIAL SLOAN KETTERING	1275 YORK AVE NY NY 10021	14,000 00
03/27/2009	1718	METROPOLITAN MUSEUM OF ART	1000 FIFTH AVE NY NY 10028	8,000 00
03/27/2009	1719	MONROE VOLUNTEER AMBULANCE CORP	PO BOX 533 MONROE NY 10950	7,000 00
03/27/2009	1720	NEW ENGLAND VILLAGE INC	664 SCHOOL ST PEMBROKE MA 02359	53,000 00
03/27/2009	1721	NEW YORK CITY BALLET	20 LINCOLN CENTER NY NY 10023	11,000 00
03/27/2009	1722	NYU DOWNTOWN HOSPITAL	170 WILLIAM ST NY NY 10038	11,000 00
03/27/2009	1723	NEW YORK LANDMARKS CONSERVANCY	ONE WHITEHALL ST NY NY 10004	7,000 00
03/27/2009	1724	NEW YORK PUBLIC LIBRARY	FIFTH AVENUE AT 42 ST 10018	32,000 00
03/27/2009	1725	NY SOCIETY PREVENTION CRUELTY TO CHILDREN	161 WILLIAM STREET NY NY 10018	14,000 00
03/27/2009	1726	ORANGE COUNTY CITIZENS FOUNDATION	PO BOX 525 WHITE OAK DR SUGAR LOAF NY 10981	7,000 00
03/27/2009	1727	ORANGE COUNTY HISTORICAL SOCIETY	BOX 55 ARDEN NY 10910	14,000 00
03/27/2009	1728	ORANGE REGIONAL MEDICAL CENTER FOUNDATION	4 HARRIMAN DR GOSHEN NY 10924	7,000 00
03/27/2009	1729	PALISADES INTERSTATE PARK COMMISSION	BEAR MOUNTAIN NY 10911	7,000 00
03/27/2009	1730	PATTEN FREE LIBRARY	33 SUMMER STR BATH ME 04530	14,000 00
03/27/2009	1731	PROFESSIONAL CHILDREN'S SCHOOL	132 WEST 60th ST NY NY 10023	7,000 00
03/27/2009	1732	ST JOHN'S CHURCH	PO BOX 58 ARDEN NY 10910	7,000 00
03/27/2009	1733	SCENIC HUDSON	ONE CIVIC CENTER PLAZA SUITE 200 POUGHKEEPSIE NY 12601	21,000 00
03/27/2009	1734	STANDARD BRED RETIREMENT FOUNDATION	108F OLD YORK RD HAMILTON NJ 08620	53,000 00
03/27/2009	1735	STUDENT CONSERVATION ASSOCIATION	689 RIVER RD PO BOX 550 CHARLESTOWN NH 03603	11,000 00
03/27/2009	1736	THIRTEEN/WNET NEW YORK	450 WEST 33 STREET NY NY 10001	88,000 00
03/27/2009	1737	TUXEDO PARK LIBRARY	227 ROUTE 17 PO BOX 776 TUXEDO PARK NY 10987	5,000 00
03/27/2009	1738	TUXEDO AMBULANCE CORPS	BOX 726 TUXEDO PARK NY 10987	7,000 00
03/27/2009	1739	VISITING NURSE SERVICE OF NY	107 EAST 70th STREET NY NY 10021	7,000 00
03/27/2009	1740	WEILL MEDICAL COLLEGE OF CORNELL UNIVERSI	1300 YORK AVENUE NY NY 10021	18,000 00
03/27/2009	1741	WILDLIFE CONSERVATION SOCIETY	2300 SOUTHERN BLVD BRONX NY 10460	8,000 00

G&R Harriman Foundation

Schedule of Charitable Contributions
01/01/09 - 12/31/09

Date	Num		Name/Adress	Amount
03/27/2009	1742	WOODBURY COMM AMBULANCE INC	376 ROUTE 32 BOX 561 CENTRAL VALLEY NY 10917	7,000 00
03/27/2009	1743	YALE UNIVERSITY	BOX 208206 NEW HAVEN CT 06520	50,000 00
03/27/2009	1745	HOLDERNESS SCHOOL	CHAPEL LA PO BOX 1879 Plymouth NH 03264	87,500 00
06/26/2009	1746	AMERICAN RED CROSS IN GREATER NEW YORK	520 WEST 49th ST NY NY 10024	500,000 00
06/26/2009	1747	BLAINE COUNTY RECREATION DISTRICT	1050 FOX ACRES RD HAILEY ID 83333	50,000 00
06/26/2009	1748	CONNECTICUT FARMLAND TRUST	77 BUCKINGHAM ST HARTFORD CT 06106	75,000 00
06/26/2009	1749	FAMILY AND CHLDREN'S ASSOCIATION	100 EAST OLD COUNTRY RD MINEOLA NY 11501	11,000 00
06/26/2009	1750	GIRL SCOUT COUNCIL OF GREATER NY	43 WEST 23Rd ST NY NY 10010	18,000 00
06/26/2009	1751	GOSHEN HISTORIC TRACK	44 PARK PLACE GOSHEN NY 10924	9,880 00
06/26/2009	1752	GOSHEN HISTORIC TRACK	44 PARK PLACE GOSHEN NY 10924	60,000 00
06/26/2009	1753	HOSPITAL FOR SPECIAL SURGERY	535 EAST 70th STREET NY NY 10021	50,000 00
06/26/2009	1754	HUDSON HIGHLANDS NATURE MUSEUM	PO BOX 337 Cornwall-on-Hudson, NY	40,000 00
06/26/2009	1755	IDAHO DEPARTMENT PARKS & RECREATION	PO BOX 83720 BOISE ID 83720	25,000 00
06/26/2009	1756	MONTEFIORE MEDICAL CENTER	111 ESAT 210 STREET BRONX NY 10467	100,000 00
06/26/2009	1757	NATIONAL FOUNDATION FOR TEACHING - NFTE	120 WALL STREET NY NY 10005	150,000 00
06/26/2009	1758	NY SOCIETY PREVENTION CRUELTY TO CHILDREN	161 WILLIAM ST NY NY 10038	50,000 00
06/26/2009	1759	OPEN SPACE INSTITUTE	1350 BROADWAY SUITE 201 NY NY 10018	200,000 00
06/26/2009	1760	PALISADES INTERSTATE PARK COMMISSION	BEAR MOUNTAIN NY 10911	30,000 00
06/26/2009	1761	RENSSELAERVILLE INSTITUTE	RENSSELAERVILLE NY 12147	150,000 00
06/26/2009	1762	RESTORATION OF TUXEDO TRAIN STATION	ROUTE 17 TUXEDO NY 10987	10,000 00
06/26/2009	1763	ST IGNATIUS LOYOLA SCHOOL	48 EAST 84 STREET NY NY 10128	50,000 00
06/26/2009	1764	TREASURE VALLEY FAMILY YMCA	1050 WEST STATE STREET	50,000 00
06/26/2009	1765	DARTMOUTH COLLEGE	School of Business 100 TUCK HALLHanover NH 3755	15,000 00
06/26/2009	1766	UNITED NEGRO COLLEGE FUND	120 WALL ST NY NY 10005	150,000 00
08/14/2009	1767	THE BOYS CLUB OF NEW YORK	287 EAST 10th STREET NY NY 10009	1,000,000 00
08/14/2009	1768	GOSHEN HISTORIC TRACK	44 PARK PLACE GOSHEN NY 10924	4,220 00
09/01/2009	1769	LYMAN ALLYN ART MUSEUM	625 WILLIAM ST NEW LONDON CT 09320	50,000 00
09/29/2009	1770	AMERICAN RED CROSS	430 17th STREET NW GL-31 WASH DC 20005	150,000 00
10/13/2009	1771	GREATER NY COUNCILS BSA	350 FIFTH AVENUE NY NY 10118	11,000 00
10/13/2009	1772	NATIONAL OUTDOOR LEADERSHIP SCHOOL	284 LINCOLN ST LANDER WY 82520	7,000 00
12/15/2009	1773	ORANGE REGIONAL MEDICAL CENTER FOUNDATION	4 HARRIMAN DRIVE GOSHEN NY 10924	75,000 00
12/15/2009	1774	SCENIC HUDSON	ONE CIVIC CENTER PLAZA SUITE 200 POUGHKEEPSIE NY 12601	100,000 00

G&R Harriman Foundation

Schedule of Charitable Contributions

01/01/09 - 12/31/09

Date	Num		Name/Adress	Amount
12/15/2009	1775	GOSHEN HISTORIC TRACK	44 PARK PLACE GOSHEN NY 10924	43,082 00
12/15/2009	1776	MIDDLESEX SCHOOL	1400 LOWELL RD CONCORD MA 01742	45,920 00
12/15/2009	1777	AMERICAN MUSEUM OF NATURAL HISTORY	Central Park West @ 79th St NY NY 10024	300,000 00
12/15/2009	1778	ST BARNABAS HOSPITAL	THIRD AVE AND 183rd STREET BRONX NY 10457	50,000 00
12/15/2009	1779	CLASSROOM INC	245 FIFTH AVE NY NY 10016	75,000 00
12/15/2009	1780	COMMUNITY FOUNDAT OF SOUTHEAST CONNETICUT	147 STATE STREET NEW LONDON CT 06320	125,000 00
12/15/2009	1781	YALE UNIVERSITY	BOX 208206 NEW HAVEN CT 06520	85,000 00
12/15/2009	1782	BATES COLLEGE	2 ANDERWS RD LEWISTON ME 04240	20,000 00
12/15/2009	1783	TRUSTEES OF COLUMBIA UNIV	HERBERT IRVING PAVILLION 310	50,000 00
12/15/2009	1784	COOKE CENTER	475 RIVERSIDE DR SUITE 730 NY NY 10115	0 00
12/15/2009	1785	RIVERSTONE INTERNATIONAL SCHOOL	5493 WARM SPRINGS AVE BOISE ID 83716	40,000 00
12/15/2009	1786	ROBERT WOOD JOHNSON UNIVERSITY HOSPITAL	865 STONE ST RAHWAY NJ 07065	10,000 00
12/15/2009	1787	UNITED NEGRO COLLEGE FUND	120 WALL STREET NY NY 10005	75,000 00
		Total		**5,392,924.13**

STATUS OF PLEDGES PAID

	TOTAL PLEDGED	2006	2007	2008	2009	2010	2011	2012	2013	2014	BALANCE DUE	COM-MITTED TO BE PAID IN 2010	FINAL PAYMENT YEAR
American Museum of Natural History For endowment support of the Museum's Education Department. $1.5 million challenge grant payable over 5 years (2006-2010) which is to be matched by the Museum on a one-for-one basis as follows: The Foundation will make an initial grant of $300,000 in 2006. When the Museum has obtained $300,000 in matching funds from other private sources the Foundation in 2007 will make a second payment of $300,000. When that installment has been matched the Foundation in 2008 will make a third payment of $300,000. Each subsequent installment (in 2009 and 2010) will be paid when the preceding installment has been evenly matched. (Approved - 5/16/06) In November 2007 the AMNH informed us that a single contribution of $2M was received thus satisfying the Foundations' matching requirement.	1,500,000	300,000	300,000	300,000	300,000	TO BE PD-DEC					0	300,000	2010
Blaine County Recreation District (BCRD) payable over three years (2008-2010) to be matched on a one-for-one basis. (Approved 5/12/08) (PLEDGE COMPLETED - JUNE 2010) BCRD has until 12/31/2010 to meet Foundation's matching requirement.	150,000			50,000	50,000	50,000 (150K TO BE MATCHED) will TO FILE					0	0	2010

GLADYS AND ROLAND HARRIMAN FOUNDATION

STATUS OF PLEDGES PAID

	TOTAL PLEDGED	2006	2007	2008	2009	2010	2011	2012	2013	2014	BALANCE DUE	COM-MITTED TO BE PAID IN 2010	FINAL PAY MENT YEAR
Boys' Club of New York New York, NY Fund for the 21st Century Campaign $5 million challenge grant to be matched on a one-for-one basis as follows: If BCNY raises $40 million by year-end 2007 (not including the $1 million paid), the Foundation will grant an additional $4 million to be paid over four years. (Approved 10/30/2007) An additional $1 million approved May 2008 extending pledge to 2012. BCNY reached $40 million May 2009. (1st million to be matched 1:1, subsequent installments to be matched 1:1 until the full $5 million has been reached.)	5,000,000		1,000,000	0	1,000,000	1,000,000 Matched	1,000,000	1,000,000			2,000,000	0	2012
Classroom, Inc. New York, NY In support of Classroom's High School Program $150,000 over two years (2009-2010) $75,000 in 2009; $75,000 in 2010 (Approved 11/9/2009)	150,000				75,000	TO BE PD-DEC					0	75,000	2010
Columbia University Mailroom School of Public Health New York, NY Renewed Foundation support of CCCEH's community-based research initiative to assess and prevent environmental risks to children in Washington Heights, Harlem and the South Bronx in neighborhoods in New York City, Krakow, Poland and China. $150,000 over three years (2009-2011) $50,000 per year (Approved 11/9/2009)	150,000				50,000	TO BE PD-DEC	50,000				50,000	50,000	2011

STATUS OF PLEDGES PAID

	TOTAL PLEDGED	2006	2007	2008	2009	2010	2011	2012	2013	2014	BALANCE DUE	COM-MITTED TO BE PAID IN 2010	FINAL PAY MENT YEAR
The Community Foundation of Southeastern Connecticut (CFSC) New London, CT In support of the *"Library Innovation and Stabilization Initiative"* $125,000 challenge grant in 2009 to be matched on a 2:1 basis. (Approved 11/9/2009) 5/17/10 - CFSC SUCCESSFULLY FULFILLED FOUNDATION'S CHALLENGE GRANT TO RAISE $250,000 IN MATCHING FUNDS	125,000				125,000						0	0	2009
Goshen Historic Track, Inc. Approved renewal for 2 more years (2009-2010) of challenge grant up to $75,000 in each year evenly matching funds raised by GHT. $25,000 of additional matching funds in each year ($100,000 overall ceiling) raised on a 1 for 2 basis. (Approved 5/18/09) (PLEDGE COMPLETED - OCT 2010)	100,000	68,881	81,658	83,789	72,504 (see [1])	86,596 (To Date)	100,000 (EST.) RENEW (2011-2012)	100,000 (EST.)			0	0	2010
Goshen Historic Track, Inc. Approved renewal of pledge for 2 more years (2009-2010) of Foundation's pledge in support of Personnal and Public Relations ($60,000 annually) (PLEDGE COMPLETED - FEB 2010)	120,000	85,000	85,000	85,000	60,000	60,000	60,000 ~~(EST.)~~ RENEW (2011-2012) 70K	60,000 (EST.)			0	0	2010

(1) Total includes contributions to GHT in the 4th quarter of 2009 (paid in 2010) plus contributions received by GHT in the first three quarters of 2010.

STATUS OF PLEDGES PAID

TO BE RATIFIED

	TOTAL PLEDGED	2006	2007	2008	2009	2010	2011	2012	2013	2014	BALANCE DUE	COM-MITTED TO BE PAID IN 2010	FINAL PAY MENT YEAR
<u>Holderness School</u> <u>Plymouth, NH</u> To match new Trustee gifts to the "residential life campaign" for Holderness. $125,000 challenge payable over two years (2010-2011) to be matched on a 1:1 basis.	125,000					50,000	75,000				75,000	0	2011
<u>Holderness School</u> <u>Plymouth, NH</u> "Campaign for Holderness" $350,000 challenge grant payable over four years (2007-2010) to be matched on a 1:1 basis. (PLEDGE COMPLETED - FEB 2010)	350,000		87,500	87,500	87,500	87,500					0	0	2010
<u>Idaho Department of Parks & Recreation</u> <u>Boise, ID</u> In support of the bridge restoration in Harriman State Park and the Writers Colony for Youth in Harriman State Park $75,000 payable over three years (2008-2010) (PLEDGE COMPLETED - SEPT 2010)	75,000			25,000	25,000	25,000					0	0	2010
<u>Lyman Allyn Art Museum (LAAM)</u> <u>New London, CT</u> In support of the Lyman Allyn Education Program. $200,000 challenge grant payable over four years (2008-2011) to be matched on a 1:1 basis. (Approved 5/12/08)	200,000			50,000	50,000	50,000	50,000				50,000	0	2011
<u>Middlesex School-Boys' Club of NY Scholarship Pgm-established in 1984.</u> Program amended by Directors in 1991 to limit the Foundation's obligation to the tuition and living expenses of not more than two boys. <u>Tuition for three students - Fall 2008, reverting to two students in 2009</u> (Approved 5/12/2008)	Ongoing	80,580 (two students)	84,480 (two students)	132,060 (three students)	45,920 (one student)	TO BE PD-FALL 2 STUDENTS	102,844	107,986			On-going	95,380	On-going

GLADYS AND ROLAND HARRIMAN FOUNDATION

STATUS OF PLEDGES PAID

	TOTAL PLEDGED	2006	2007	2008	2009	2010	2011	2012	2013	2014	BALANCE DUE	COM-MITTED TO BE PAID IN 2010	FINAL PAY MENT YEAR
<u>Memorial Sloan-Ketteirng Cancer Center</u> In support of the Metastasis Systems Center. $300,000 payable over three years (2010-2012) (Approved 6/3/10)	300,000					100,000	100,000	100,000			200,000	0	2012
<u>Montefiore Medical Center</u> <u>Bronx, NY</u> In support of the Butler Child Advocacy Center. To be applied to the three areas of greatest import to the Bulter Center. 1. Child and Family Advocacy Support 2. Medical Services 3. General Operating Support $300,000 payable over three years (2008-2010) (PLEDGE COMPLETED - JUN)	300,000			100,000	100,000	100,000					0	0	2010
<u>Network for Teaching Entrepreneurship</u> <u>(NFTE) New York, NY</u> In support of the Program Quality Enhancement and Program Development and Growth $450,000 challenge grant payable over three years (2008-2010). The Foundation will make an initial grant of $150,000 in 2008. Each subsequent Foundation installment to be matched as follows: 2009 - $300,000 to be matched 2010 - $450,000 to be matched (Approved 5/12/08) (PLEDGE COMPLETED - JUN 2010)	450,000			150,000	150,000	150,000					0	0	2010

STATUS OF PLEDGES PAID

	TOTAL PLEDGED	2006	2007	2008	2009	2010	2011	2012	2013	2014	BALANCE DUE	COM-MITTED TO BE PAID IN 2010	FINAL PAY MENT YEAR
<u>New York Presbyterian Hospital</u> In support of cardiovascular care at NYPH. $300,000 payable over two years (2010-2011) (Approved 6/3/2010)	300,000					150,000	150,000				150,000	0	2011
<u>Orange Regional Medical Center Foundation (ORMC)</u> <u>Goshen, NY</u> In support of the *"Building for Excellence Campaign"*, the construction of the new hospital campus serving the communities of Orange County and neighboring Sullivan and Ulster counties. $300,000 payable over four years (2009-2012). $75,000 per year (Approved 11/9/2009)	300,000				75,000	TO BE PD-DEC	75,000	75,000			150,000	75,000	2012
<u>Princeton Day School, Princeton, NJ</u> In support of the Capital Campaign for Princeton Day School $125,000 challenge grant payable over five years (2008-2012) The Foundation will make an an initial grant of $25,000 in 2008. Each subsequent Foundation installment to be matched as follows: 2009 - $50,000 to be matched 2010 - $75,000 to be matched 2011 - $100,000 to be matched 2012 - $125,000 to be matched in full (Approved 5/12/08) PRINCETON DAY SCHOOL MUST RAISE THE FULL $50,000 ON THE FOUNDATION's $125,000 CHALLENGE GRANT.	125,000			25,000	0		25,000	25,000	Will address extension in 2011		75,000	25,000	2012

STATUS OF PLEDGES
PAID

	TOTAL PLEDGED	2006	2007	2008	2009	2010	2011	2012	2013	2014	BALANCE DUE	COM-MITTED TO BE PAID IN 2010	FINAL PAY MENT YEAR
Proctor Academy In support of the " Endowing Learning Skills Department" $300,000 challenge grant payable over three years, 1:1 match 2010 - $100,000 match $100,000 2011 - $100,000 match $200,000 2012 - $100,000 match $300,000 Final payment to be matched to the full amount of our commitment ($300,000). (Approved 6/3/2010)	300,000					100,000	100,000	100,000			200,000	0	2012
Rensselaerville Institute Rensselaerville, NY In support of the "School Turnaround Program" $400,000 challenge grant payable over two years: 2:1 match 2010 - $200,000 match $400,000 2011 - $200,000 final payment (Approved 6/3/10)	400,000					200,000	200,000				200,000	0	2011
Riverstone International School (RIS) Boise, ID In support of the purchase of new technological applications for the Elementary School. $30,000 for the Annual Fund paid over three years (2009, 2010, 2011) in equal installments of $10,000 per year. (Approved 11/9/2009)	30,000				10,000	TO BE PD-DEC	10,000				10,000	10,000	2011
St. Ignatius Loyola School New York, NY In support of the new Science Lab and Greenhouse. $250,000 payable over five years (2007-2011). An early distribution on the 2008 pledge payment made in December 2007 (PLEDGE COMPLETED - JUN 2010)	250,000		100,000	50,000	50,000	50,000					0	0	2010

STATUS OF PLEDGES PAID

	TOTAL PLEDGED	2006	2007	2008	2009	2010	2011	2012	2013	2014	BALANCE DUE	COM-MITTED TO BE PAID IN 2010	FINAL PAY MENT YEAR
Scenic Hudson Poughkeepsie, NY In support of the "Saving the Land that Matters Most" campaign. $250,000 challenge grant over three years (2009-2010-2011) to be matched on a 2.1 basis. Initial grant of $100,000 in 2009. When Scenic Hudson has obtained $200,000 in matching funds from other private sources, the Foundation will pay second installment of $100,000 in 2010. When Scenic Hudson has obtained $250,000 of matching funds from other private sources, the Foundation will pay its third and final installment of $50,000 in 2011. (Approved 11/9/2009)	250,000				100,000	TO BE PD-DEC	50,000				50,000	100,000	2011
Shelburne Museum Shelburne , VT In support of Art and Education Facility and Operations Endowment $600,000 over five years, 2:1 match 2010 - $200,000 match $ 400,000 2011 - $100,000 match $ 600,000 2012 - $100,000 match $ 800,000 2013 - $100,000 match $1,000,000 2014 - $100,000 match $1,200,000	600,000					200,000	100,000	100,000	100,000	100,000	400,000	0	2014
United Negro College Fund (UNCF) New York, NY In support of the *"Campaign for Emergency Student Aid"* $150,000 approved as follows: $75,000 outright in 2010 $75,000 to be matched on a 2.1 basis. (PLEDGE COMPLETED - SEPT 2010)	150,000				75,000	75,000					0	0	2010
Yale University Women's Health Research (WHR) New Haven, CT For a leadership grant in suport of a *Pilot Project Program* $255,000 over three years (2009-2011) in installments of $85,000 per year. (Approved 11/9/2009)	255,000				85,000	TO BE PD-DEC	85,000				85,000	85,000	2011

GLADYS AND ROLAND HARRIMAN FOUNDATION

STATUS OF PLEDGES
PAID

	TOTAL PLEDGED	2006	2007	2008	2009	2010	2011	2012	2013	2014	BALANCE DUE	COM-MITTED TO BE PAID IN 2010	FINAL PAY MENT YEAR
Yale University Fox International Fellowship Program (FIF) Renewal of support for the continued growth of the FIF program. $250,000 challenge grant payable over five years (2007-2011) to be matched on a one-for-one basis. Yale has until year-end 2011 to meet the Foundation's matching requirement. In February 2008 Yale informed us that Mrs. Fox recently conributed $254,952 for FIF endowment thus satisfying the Foundation's matching requirement. Yale stated that her gift will not serve to accelerate the Foundation's matching response.	250,000		50,000	50,000	50,000	50,000	50,000				50,000	0	2011
Totals	12,305,000	534,461	1,788,638	1,188,349	2,635,924	2,584,096	2,382,844	1,667,986	100,000	100,000	3,745,000	815,380	

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 ATTACHED STATEMENTS	P		
b	SEE ATTACHED STATEMENTS	P		
c	THE 1818 MEZZANINE FD, L.P.	P		
d	BBH PEP II L.P.	P		
e	BBH PEP II L.P.	P		
f	CLASS ACTION LITIGATION SETTLEMENT	P	VARIOUS	VARIOUS
g	CAPITAL GAINS DIVIDENDS			
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	5,563,804.		4,773,721.	790,083.
b	1,749,687.		1,428,990.	320,697.
c	174,555.			174,555.
d			964.	<964.>
e	48,207.			48,207.
f	7,052.			7,052.
g	10,909.			10,909.
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				790,083.
b				320,697.
c				174,555.
d				<964.>
e				48,207.
f				7,052.
g				10,909.
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	1,350,539.
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

G&R Harriman Foundation

Schedule of Capital Gains and Losses
01/01/09 - 12/31/09
Combined Account

SECURITY DESCRIPTION	ORIGINAL COST	PURCHASE DATE	PROCEEDS	SALE DATE	GAIN OR (-LOSS)
Short-term (Max tax rate 35 0%)					
A/C 9074790					
1,700 AFLAC INC	81,293 15	10/08/08	59,428 94	05/18/09	(21,864 21)
700 AFLAC INC	33,473.65	10/08/08	23,531 01	06/05/09	(9,942 64)
1,700 AFLAC INC	36,486.25	02/06/09	57,146 75	06/05/09	20,660 50
900 AFLAC INC	19,316.25	02/06/09	30,117.72	06/08/09	10,801 47
Short-term *A/C 9074790*	170,569 30		170,224 42		(344 88)
A/C 9074725					
4,000,000 RY NOTES INFLATION INDEXED	3,564,477.10	10/08/08	3,806,835 50	01/09/09	242,358 40
2,992.26 ED INCOME SEC FDINFLATION-PROTE	551,160 79	03/27/08	500,000 00	01/30/09	(51,160 79)
Short-term *A/C 9074725*	4,115,637.89		4,306,835 50		191,197.61
A/C 9074667					
40,000 C CORP JAN-2009 60 PUT (PUT)	96,400 00	05/13/08	418,905 65	01/08/09	322,505 65
28,000 C CORP JAN-2009 62.50 CALL(CALL)	-	10/30/07	278,200 46	01/17/09	278,200 46
24,000 C CORP MAR-2009 50 CALL (CALL)	-	01/30/09	24,259.06	03/21/09	24,259 06
12,000 C CORP MAR-2009 50 CALL (CALL)	-	02/05/09	17,199.50	03/21/09	17,199 50
8,000 RP MAY-2009 50 CALL (CALL)	800 00	04/02/09	15,999.91	05/13/09	15,199 91
4,000 RP MAY-2009 50 CALL (CALL)	400 00	04/03/09	7,999.95	05/13/09	7,599 95
8,000 RP JUN-2009 50 CALL (CALL)	15,600 00	05/18/09	12,799.67	06/15/09	(2,800 33)
4,000 RP JUN-2009 50 CALL (CALL)	7,800 00	06/02/09	17,599 54	06/15/09	9,799 54
24,000 RP AUG-2009 55 CALL (CALL)	134,400 00	07/14/09	47,998 76	08/12/09	(86,401 24)
40,000 C CORP SEP-2009 60 CALL (CALL)	118,788 00	08/12/09	111,997 12	09/15/09	(6,790.88)
20,000 C CORP OCT-2009 65 CALL (CALL)	4,000 00	09/15/09	29,393 24	10/01/09	25,393 24
20,000 C CORP OCT-2009 65 CALL (CALL)	2,000.00	09/15/09	29,393 24	10/09/09	27,393 24
5,000 C CORP NOV-2009 60 CALL (CALL)	10,000 00	10/09/09	13,249.66	10/22/09	3,249 66
15,000 C CORP NOV-2009 60 CALL (CALL)	72,994 50	10/09/09	39,748 97	11/16/09	(33,245 53)
5,000 C CORP NOV-2009 60 CALL (CALL)	24,331 50	10/16/09	21,999 43	11/16/09	(2,332.07)
Short-term *A/C 9074667*	487,514 00		1,086,744 16		599,230.16
Short-Term Total	**4,773,721.19**		**5,563,804.08**		**790,082.89**

G&R Harriman Foundation

Schedule of Capital Gains and Losses
01/01/09 - 12/31/09
Combined Account

SECURITY DESCRIPTION	ORIGINAL COST	PURCHASE DATE	PROCEEDS	SALE DATE	GAIN OR (-LOSS)
Long-term (Max tax rate 15.0%)					
A/C 9074790					
3,000 INTUIT INC	93,330 00	01/03/08	79,663 65	03/19/09	(13,666 35)
600 INTUIT INC	18,108 00	12/11/07	15,932 73	03/19/09	(2,175 27)
1,800 EYOND INC	58,104 00	12/11/07	54,820 10	04/14/09	(3,283.90)
600 AFLAC INC	37,428 00	01/03/08	16,014 85	04/21/09	(21,413 15)
1,700 AFLAC INC	103,355 58	12/19/07	45,375 39	04/21/09	(57,980 19)
1,296 APPLE GROUP INC	40,119 39	12/11/07	26,542 56	04/30/09	(13,576 83)
1,296 APPLE GROUP INC	38,784 86	12/19/07	26,542.56	04/30/09	(12,242 30)
1,344 APPLE GROUP INC	39,585.23	01/03/08	27,525 62	04/30/09	(12,059 61)
800 AL INC COM SER A	32,745.04	12/11/07	12,910 46	05/12/09	(19,834.58)
600 AFLAC INC	36,478 44	12/19/07	20,974.92	05/18/09	(15,503 52)
500 AL INC COM SER A	20,465 65	12/11/07	7,977 74	07/01/09	(12,487.91)
1,900 AL INC COM SER A	75,997 91	12/19/07	30,315 43	07/01/09	(45,682.48)
900 AL INC COM SER A	35,999 01	12/19/07	14,359 94	07/01/09	(21,639 07)
4,300 EBAY INC	103,570.23	07/17/08	97,616 94	08/07/09	(5,953 29)
1,700 EBAY INC	40,946.37	07/17/08	40,068.31	09/14/09	(878 06)
2,100 EBAY INC	50,379 42	07/18/08	49,496.14	09/14/09	(883 28)
800 W INC	70,644 08	09/09/08	74,778 95	10/12/09	4,134 87
100 W INC	8,503 54	06/25/08	9,347 37	10/12/09	843 83
100 W INC	8,436 99	06/26/08	9,347 37	10/12/09	910.38
2,400 WALGREEN CO	79,438.32	06/27/08	93,497.27	10/12/09	14,058 95
1,300 SPONS ADR	75,239 26	12/11/07	66,476 77	10/29/09	(8,762 49)
428 SPONS ADR	24,771 08	12/11/07	21,738.42	11/09/09	(3,032 66)
972 SPONS ADR	54,384 52	12/19/07	49,368 55	11/09/09	(5,015.97)
600 SPONS ADR	33,570 69	12/19/07	30,422 63	11/10/09	(3,148 06)
3,000 RP	105,810 00	01/03/08	88,976 50	11/16/09	(16,833 50)
400 W INC	33,747 96	06/26/08	40,656 11	11/17/09	6,908 15
600 W INC	45,009 42	02/15/08	60,984.17	11/17/09	15,974 75
Long-term *A/C 9074790*	1,364,952 99		1,111,731 45		(253,221 54)
A/C 9074725					

S \LOTUS\G&R Harriman Foundation\2009\Capital Gain and Losses 2009

G&R Harriman Foundation

Schedule of Capital Gains and Losses
01/01/09 - 12/31/09
Combined Account

	SECURITY DESCRIPTION	ORIGINAL COST	PURCHASE DATE	PROCEEDS	SALE DATE	GAIN OR (-LOSS)
5,000 C CORP		32,018 55	10/31/87	313,038 45	11/09/09	281,019.90
5,000 C CORP		32,018.55	10/31/87	324,916.64	11/16/09	292,898 09
	Long-term *A/C 9074725*	64,037.10		637,955 09		573,917.99
	Long-term Total	**1,428,990.09**		**1,749,686.54**		**320,696.45**
	GRAND TOTAL	**6,202,711.28**		**7,313,490.62**		**1,110,779.34**

2009 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	DATA HANDLING EQUIPMENT	040195	SL	5.00	17	9,489.			9,489.	9,489.		0.
	* TOTAL 990-PF PG 1 DEPR					9,489.		0.	9,489.	9,489.	0.	0.

928102
06-24-09

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCRUED INTEREST PAID	<14,000.>	0.	<14,000.>
BBH REAL ESTATE INC FD - DIVIDEND	39,987.	0.	39,987.
BROWN BROTHERS HARRIMAN & CO,LLC	1,566,060.	0.	1,566,060.
BROWN BROTHERS HARRIMAN & CO,LLC	10,909.	10,909.	0.
BROWN BROTHERS HARRIMAN & CO,LLC	27,769.	0.	27,769.
PEP II - DIVIDEND	1,161.	0.	1,161.
PEP II - INTEREST	39,382.	0.	39,382.
THE 1818 MEZZANINE FD - INTEREST	138.	0.	138.
TOTAL TO FM 990-PF, PART I, LN 4	1,671,406.	10,909.	1,660,497.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PEP II K-1 LINE 1	<10,237.>	0.	
PEP II K-1 LINE 11A	<17.>	<17.>	
PEP II K-1 LINE 11F	3.	3.	
PEP II K-1 LINE 10	426.	426.	
PRIOR YEAR OVERPAYMENT	19,733.	0.	
PRIOR YEAR OVERPAYMENT	18,276.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	28,184.	412.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEE	987.	0.		987.
TO FM 990-PF, PG 1, LN 16A	987.	0.		987.

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 FEE	36,420.	0.		36,420.
AUDITING FEE	11,140.	0.		11,140.
TO FORM 990-PF, PG 1, LN 16B	47,560.	0.		47,560.

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 FEE	115,560.	115,560.		0.
TO FORM 990-PF, PG 1, LN 16C	115,560.	115,560.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	22,085.	0.		0.
FOREIGN TAX PAID	17,561.	17,561.		0.
PAYROLL TAX EXPENSES	7,720.	0.		7,720.
PEP II K-1 LINE 16L	16.	16.		0.
PRIOR YEAR OVERPAYMENT	18,276.	0.		0.
TO FORM 990-PF, PG 1, LN 18	65,658.	17,577.		7,720.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	1,500.	0.		1,500.
PEP II K-1 LINE 12, 13	51,007.	51,007.		0.
THE 1818 MEZZ K-1 LINE 13K	1,999.	1,999.		0.
BBH REAL ESTATE FD K-1 13K	4,214.	4,214.		0.
COMPUTER SYSTEM MAINTENANCE	2,393.	0.		2,393.
MISCELLANEOUS	902.	0.		902.
ADP FEES	1,259.	0.		1,259.
PRINTING & PUBLICATION	235.	0.		235.
COMMERCIAL INSURANCE	537.	0.		537.
POSTAGE & MESSENGER	1,386.	0.		1,386.
SUPPLIES	1,322.	0.		1,322.
TO FORM 990-PF, PG 1, LN 23	66,754.	57,220.		9,534.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	17,641,417.	28,830,778.
SEE ATTACHED STATEMENT	45,947,714.	42,382,153.
UNEXPIRED CALL OPTIONS	<66,398.>	<17,000.>
UNEXPIRED CALL PUT OPTIONS	264,908.	2,500.
TOTAL TO FORM 990-PF, PART II, LINE 10B	63,787,641.	71,198,431.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PRIVATE EQUITY PARTNERS II, L.P.	COST	2,076,911.	1,961,981.
BBH ABSOLUTE RETURN OFFSHORE FUND,LTD	COST	2,589,865.	3,191,755.
BBH LONG/SHORT EQUITY OFFSHORE FUND, LTD	COST	10,750,000.	14,139,033.
BBH ASIAN OPPORTUNITY FUND - CAYMAN	COST	5,625,000.	6,239,705.
BBH REAL ESTATE INCOME FUND	COST	2,216,561.	2,019,702.
BBH CAPITAL PARTNERS III	COST	2,455,137.	3,105,847.
1818 MEZZANINE FUND	COST	172,694.	553,024.
TOTAL TO FORM 990-PF, PART II, LINE 13		25,886,168.	31,211,047.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
DATA HANDLING EQUIPMENT	9,489.	9,489.	0.
TOTAL TO FM 990-PF, PART II, LN 14	9,489.	9,489.	0.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EXPENSES RECEIVBLE	16,281.	21,406.	21,406.
ACCRUED INTEREST PAID	14,000.	0.	0.
PREPAID EXPENSE	0.	140.	140.
TO FORM 990-PF, PART II, LINE 15	30,281.	21,546.	21,546.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELBRIDGE T. GERRY, JR C/O 140 BROADWAY - 11TH FL. NEW YORK, NY 10005	PRESIDENT/DIR 1.00	0.	0.	0.
THOMAS F. DIXON C/O 140 BROADWAY - 11TH FL. NEW YORK, NY 10005	VP/DIRECTOR 1.00	0.	0.	0.
ANNA T. KORNICZKY C/O 140 BROADWAY - 11TH FL. NEW YORK, NY 10005	TREASURER 1.00	0.	0.	0.
BARBARA O'CONNELL C/O 140 BROADWAY - 11TH FL. NEW YORK, NY 10005	SECRETARY 1.00	55,586.	4,251.	0.
CRISPIN H. CONNERY C/O 140 BROADWAY - 11TH FL. NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
TERRENCE M. FARLEY C/O 140 BROADWAY - 11TH FL. NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
WILHELM E. NORTHROP C/O 140 BROADWAY - 11TH FL. NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
ANTHONY T. ENDERS C/O 140 BROADWAY - 11TH FL. NEW YORK, NY 10005	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		55,586.	4,251.	0.

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		PURCHASE DATE	ORIGINAL COST	COST/ UNIT	31-Dec PRICE	CURRENT VALUE
COMMON STOCKS						
A /C 9074790						
1,400	AUTOMATIC DATA PROCESSING INC	02/20/08	55,671 98	39 77	42 82	59,948 00
3,500	AUTOMATIC DATA PROCESSING INC	02/29/08	140,169 40	40 05	42 82	149,870 00
1,200	BED BATH & BEYOND INC	12/11/07	38,736 00	32 28	38 61	46,332 00
3,000	BED BATH & BEYOND INC	12/19/07	88,527 00	29 51	38 61	115,830 00
700	BED BATH & BEYOND INC	01/03/08	19,635 00	28 05	38 61	27,027 00
56	BERKSHIRE HATHAWAY INC	12/11/07	282,354 80	5,042 05	3,286 00	184,016 00
56	BERKSHIRE HATHAWAY INC	12/19/07	250,322 80	4,470 05	3,286 00	184,016 00
156	CADBURY PLC SPONS ADR	12/19/07	8,728 38	55 95	51 39	8,017 00
1,792	CADBURY PLC SPONS ADR	01/03/08	98,678 77	55 07	51 39	92,091 00
800	CADBURY PLC SPONS ADR	09/15/08	36,753 68	45 94	51 39	41,112 00
500	CADBURY PLC SPONS ADR	09/16/08	22,220 65	44 44	51 39	25,695 00
2,900	CHUBB CORP	12/19/07	155,208 00	53 52	49 18	142,622 00
2,800	CHUBB CORP	01/03/08	149,800 00	53 50	49 18	137,704 00
1,300	CHUBB CORP	10/08/08	55,576 82	42 75	49 18	63,934 00
600	COCA COLA CO	12/11/07	38,280 00	63 80	57 00	34,200 00
600	COCA COLA CO	12/19/07	37,590 00	62 65	57 00	34,200 00
600	COCA COLA CO	01/03/08	36,750 00	61 25	57 00	34,200 00
1,700	COCA COLA CO	02/13/08	101,388 00	59 64	57 00	96,900 00
2,100	COCA COLA CO	09/15/08	116,069 73	55 27	57 00	119,700 00
600	COCA COLA CO	10/09/08	26,701 20	44 50	57 00	34,200 00
400	COCA COLA CO	10/10/08	16,814 56	42 04	57 00	22,800 00
10,500	COMCAST CORP -CL A	12/11/07	192,990 00	18 38	16 86	177,030 00
5,000	COMCAST CORP -CL A	12/19/07	90,300 00	18 06	16 86	84,300 00
5,600	COMCAST CORP -CL A	01/03/08	99,344 00	17 74	16 86	94,416 00
700	COSTCO WHOLESALE CORP	12/11/07	50,263 99	71 81	59 17	41,419 00
700	COSTCO WHOLESALE CORP	12/19/07	47,535 60	67 91	59 17	41,419 00
700	COSTCO WHOLESALE CORP	01/03/08	47,999 00	68 57	59 17	41,419 00
2,200	COSTCO WHOLESALE CORP	02/13/08	143,814 00	65 37	59 17	130,174 00
1,200	COSTCO WHOLESALE CORP	05/12/09	55,817 16	46 51	59 17	71,004 00
7,500	DELL INC	12/11/07	189,900 00	25 32	14 36	107,700 00
7,500	DELL INC	12/19/07	186,375 00	24 85	14 36	107,700 00
600	DELL INC	01/03/08	14,568 00	24 28	14 36	8,616 00
1,900	DELL INC	02/20/08	37,348 11	19 66	14 36	27,284 00
1,100	DENTSPLY INTL INC	10/29/08	32,892 53	29 90	35 17	38,687 00
3,100	DENTSPLY INTL INC	10/30/08	92,106 89	29 71	35 17	109,027 00
2,700	DENTSPLY INTL INC	11/21/08	67,168 71	24 88	35 17	94,959 00
1,700	DIAGEO PLC	10/06/08	101,495 27	59 70	69 41	117,997 00
1,100	DIAGEO PLC	10/08/08	65,768 67	59 79	69 41	76,351 00
600	DIAGEO PLC	10/09/08	34,174 02	56 96	69 41	41,646 00
200	DIAGEO PLC	10/10/08	11,262 90	56 31	69 41	13,882 00
400	DIAGEO PLC	11/21/08	20,612 88	51 53	69 41	27,764 00
400	DIAGEO PLC	10/14/09	24,609 68	61 52	69 41	27,764 00
500	DIAGEO PLC	10/15/09	31,264 15	62 53	69 41	34,705 00
300	DIAGEO PLC	10/16/09	18,752 40	62 51	69 41	20,823 00
2,000	EBAY INC	07/18/08	47,980 40	23 99	23 53	47,060 00
5,100	EBAY INC	10/23/08	76,388 82	14 98	23 53	120,003 00
100	EBAY INC	10/24/08	1,428 00	14 28	23 53	2,353 00
6,400	EBAY INC	01/23/09	76,302 08	11 92	23 53	150,592 00
1,400	ECOLAB INC	04/14/09	52,012 24	37 15	44 58	62,412 00
600	ECOLAB INC	04/15/09	22,426 14	37 38	44 58	26,748 00
1,500	EOG RESOURCES INC	10/19/09	139,213 95	92 81	97 30	145,950 00
700	EOG RESOURCES INC	10/28/09	59,791 69	85.42	97 30	68,110 00
1,600	GRAINGER, W W INC	01/17/08	119,189 44	74 49	96 83	154,928 00
400	GRAINGER, W W INC	02/15/08	30,006 28	75 02	96 83	38,732 00
2,700	INTUIT INC	12/11/07	81,486 00	30 18	30 73	82,971 00

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	PURCHASE DATE	ORIGINAL COST	COST/ UNIT	31-Dec PRICE	CURRENT VALUE
3,300 INTUIT INC	12/19/07	98,703 00	29 91	30 73	101,409 00
1,400 INTUIT INC	07/07/08	38,980 62	27 84	30 73	43,022 00
1,700 INTUIT INC	07/08/08	47,884 58	28 17	30 73	52,241 00
1,400 INTUIT INC	07/09/08	38,340 68	27 39	30 73	43,022 00
4,400 JOHNSON & JOHNSON	11/18/09	274,545 04	62 40	64 41	283,404 00
300 JOHNSON & JOHNSON	11/19/09	18,641 76	62 14	64 41	19,323 00
1,900 LIBERTY GLOBAL INC COM	12/19/07	75,997 91	40 00	21 89	41,591 00
5,700 LIBERTY GLOBAL INC COM	01/03/08	223,668 00	39 24	21 89	124,773 00
1,000 LIBERTY MEDIA HLDG CORP	12/11/07	21,011 10	21 01	10 84	10,840 00
1,300 LIBERTY MEDIA HLDG CORP	12/12/07	27,428 96	21 10	10 84	14,092 00
2,500 LIBERTY MEDIA HLDG CORP	12/19/07	50,625 00	20 25	10 84	27,100 00
2,800 LIBERTY MEDIA HLDG CORP	01/03/08	51,016 00	18 22	10 84	30,352 00
11,000 LIBERTY MEDIA HLDG CORP	01/14/08	173,580 00	15 78	10 84	119,240 00
3,800 MICROSOFT CORP	12/11/07	132,924 00	34 98	30 48	115,824 00
3,800 MICROSOFT CORP	12/19/07	131,670 00	34 65	30 48	115,824 00
700 MICROSOFT CORP	01/03/08	24,689 00	35 27	30 48	21,336 00
3,000 MICROSOFT CORP	10/08/08	69,782 70	23 26	30 48	91,440 00
3,750 NESTLE S A SPONS ADR	12/11/07	179,775 00	47 94	48 56	182,109 00
3,750 NESTLE S A SPONS ADR	12/19/07	167,325 00	44 62	48 56	182,109 00
3,500 NESTLE S A SPONS ADR	01/03/08	162,120 00	46 32	48 56	169,969 00
1,800 NOVARTIS AG - ADR	12/11/07	102,834 00	57 13	54 43	97,974 00
2,400 NOVARTIS AG - ADR	12/19/07	129,312 00	53 88	54 43	130,632 00
2,400 NOVARTIS AG - ADR	01/03/08	131,904 00	54 96	54 43	130,632 00
700 OCCIDENTAL PETROLEUM CORP	12/11/07	50,176 00	71 68	81 35	56,945 00
2,800 OCCIDENTAL PETROLEUM CORP	02/13/08	191,772 00	68 49	81 35	227,780 00
500 OCCIDENTAL PETROLEUM CORP	11/21/08	23,031 05	46 06	81 35	40,675 00
900 PEPSICO INC	12/11/07	70,002 00	77 78	60 80	54,720 00
900 PEPSICO INC	12/19/07	69,147 00	76 83	60 80	54,720 00
900 PEPSICO INC	01/03/08	68,121 00	75 69	60 80	54,720 00
600 PEPSICO INC	10/28/08	31,927 86	53 21	60 80	36,480 00
600 PEPSICO INC	11/17/08	31,805 82	53 01	60 80	36,480 00
300 PEPSICO INC	11/18/08	15,654 72	52 18	60 80	18,240 00
6,100 PROGRESSIVE CORP OHIO	04/21/08	108,960 03	17 86	17 99	109,739 00
5,100 PROGRESSIVE CORP OHIO	04/22/08	91,723 50	17 99	17 99	91,749 00
5,500 PROGRESSIVE CORP OHIO	05/16/08	103,232 25	18 77	17 99	98,945 00
1,000 PROGRESSIVE CORP OHIO	11/21/08	12,010 80	12 01	17 99	17,990 00
8,900 U S BANCORP	12/21/09	201,631 28	22 66	22 51	200,339 00
1,002 VULCAN MATERIALS CO	05/19/08	81,087 55	80 93	52 67	52,775 00
1,798 VULCAN MATERIALS CO	05/20/08	145,975 66	81 19	52 67	94,701 00
700 VULCAN MATERIALS CO	06/12/08	48,273 47	68 96	52 67	36,869 00
300 VULCAN MATERIALS CO	06/11/09	12,300 00	41 00	52 67	15,801 00
200 VULCAN MATERIALS CO	06/12/09	8,707 98	43 54	52 67	10,534 00
1,500 VULCAN MATERIALS CO	06/17/09	67,511 70	45 01	52 67	79,005 00
600 VULCAN MATERIALS CO	11/17/09	30,148 86	50 25	52 67	31,602 00
800 VULCAN MATERIALS CO	11/19/09	39,668 24	49 59	52 67	42,136 00
6,700 WALGREEN CO	06/27/08	221,765 31	33 10	36 72	246,024 00
800 WAL-MART STORES INC	12/11/07	39,952 00	49 94	53 45	42,760 00
3,400 WAL-MART STORES INC	12/19/07	163,370 00	48 05	53 45	181,730 00
3,300 WAL-MART STORES INC	01/03/08	154,506 00	46 82	53 45	176,385 00
600 WAL-MART STORES INC	10/29/09	30,118 68	50 20	53 45	32,070 00
1,800 WASTE MANAGEMENT INC	12/11/07	63,193 32	35 11	33 81	60,858 00
4,200 WASTE MANAGEMENT INC	12/19/07	138,516 00	32 98	33 81	142,002 00
6,800 WASTE MANAGEMENT INC	01/03/08	221,340 00	32 55	33 81	229,908 00
1,400 WASTE MANAGEMENT INC	04/14/09	37,475 34	26 77	33 81	47,334 00
1,100 WASTE MANAGEMENT INC	08/03/09	31,152 55	28 32	33 81	37,191 00
300 WASTE MANAGEMENT INC	08/04/09	8,518 29	28 39	33 81	10,143 00
1,375 XTO ENERGY INC	12/11/07	71,885 00	52 28	46 53	63,979 00

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1,400 XTO ENERGY INC	12/19/07	72,701 02	51 93	46 53	65,142 00
1,400 XTO ENERGY INC	01/03/08	73,458 00	52 47	46 53	65,142 00
1,400 XTO ENERGY INC	06/11/08	95,906 86	68 50	46 53	65,142 00
600 XTO ENERGY INC	07/22/08	31,866 90	53 11	46 53	27,918 00
300 XTO ENERGY INC	08/08/08	13,085 16	43 62	46 53	13,959 00
SUB-TOTAL *A/C 9074790*		9,483,002 32			9,209,249 00
A/C 9074667					
121,633 UNION PACIFIC CORP	10/31/87	778,906 29	6 40	63 90	7,772,386 00
9,455 UNION PACIFIC CORP	07/31/88	60,550 09	6 40	63 90	604,205 00
18,910 UNION PACIFIC CORP	09/30/88	121,100 19	6 40	63 90	1,208,409 00
SUB-TOTAL *A/C 9074667*		960,556 57			9,585,000 00
FOREIGN COMMON STOCKS					
685,172 BBH INTEL EQUITY FUND	11/18/02	5,597,857 91	8 17	12 45	8,530,395 00
57,803 BBH INTEL EQUITY FUND	04/30/04	600,000 00	10 38	12 45	719,653 00
63,171 BBH INTEL EQUITY FUND	11/28/06	1,000,000 00	15 83	12 45	786,481 00
SUB-TOTAL *FOREIGN COMMON STOCKS*		7,197,857 91			10,036,529 00
TOTAL COMMON STOCKS		**17,641,416.80**			**28,830,778.00**
MUTUAL FUNDS					
A/C 9074725					
34,076 VANGUARD FIXED INCOME SEC	03/27/08	436,858 38	12 82	12 55	427,658 00
118,203 VANGUARD FIXED INCOME SEC	06/30/08	1,500,000 00	12 69	12 55	1,483,452 00
SUB-TOTAL *A/C 9074725*		1,936,858 38			1,911,110 00
A/C 9074717					
138,945 RIDGEWORTH SEIX HIGH YIELD	05/08/03	1,520,064 00	10 94	9 28	1,289,414 00
144,429 T ROWE PRICE INST HIGH YIELD	05/08/03	1,519,397 00	10 52	9 39	1,356,192 00
SUB-TOTAL *A/C 9074717*		3,039,461 00			2,645,606 00
A/C 9074709					
173,037 PIMCO TOTAL RETURN FUND	05/28/08	1,865,347 00	10 78	10 80	1,868,807 00
278,293 PIMCO TOTAL RETURN FUND	06/06/08	3,000,000 00	10 78	10 80	3,005,566 00
250,241 BBH BROAD MARKET FUND	12/03/02	2,569,985 00	10 27	10 21	2,554,970 00
202,020 BBH BROAD MARKET FUND	10/05/07	2,000,000 00	9 90	10 21	2,062,626 00
509,164 BBH BROAD MARKET FUND	02/26/09	5,000,000 00	9 82	10 21	5,198,574 00
396,039 BBH BROAD MARKET FUND	07/31/09	4,000,000 00	10 10	10 21	4,043,564 00
38,910 BBH BROAD MARKET FUND	11/16/09	400,000 00	10 28	10 21	397,276 00
SUB-TOTAL *A/C 9074709*		18,835,332 00	71 93	72 65	19,131,383 00
A/C 4500351					
306,664 OAKMARK SELECT FUND-	06/22/07	10,849,805 00	35 38	24 29	7,448,891 00
29,175 RAINIER INVT MGMT MUT FUND	05/16/06	1,099,606 00	37 69	26 74	780,140.00
185,489 USAA MUT FUND INC AGGRESSIVE	06/22/04	4,781,915 00	25 78	28 13	5,217,815 00
36,127 USAA MUT FUND INC AGGRESSIVE	11/26/04	1,000,000 00	27 68	28 13	1,016,257 00
19,430 VANGUARD INSTL INDEX	06/29/04	2,022,296 00	104 08	101 98	1,981,493 00
19,344 VANGUARD INSTL INDEX	11/24/04	2,100,000 00	108 56	101 98	1,972,715 00
SUB-TOTAL *A/C 4500351*		21,853,622 00			18,417,311 00
A/C 9074790					
2,713 VANGUARD INSTL INDEX	12/06/07	282,442 10	104.08	101 98	276,743 00
SUB-TOTAL *A/C 9074790*		282,442 10			276,743 00
TOTAL MUTUAL FUNDS		**45,947,715.48**			**42,382,153.00**

UNEXPIRED CALL OPTIONS #4667

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	PURCHASE DATE	ORIGINAL COST	COST/ UNIT	31-Dec PRICE	CURRENT VALUE
-20,000 UNION PACIFIC CORP	11/16/09	(66,398 29)	3 32	0 85	(17,000 00)
TOTAL CALL OPTIONS		**(66,398.29)**	**3.32**	**0.85**	**(17,000.00)**
UNEXPIRED PUT OPTIONS #4667					
40,000 UNION PACIFIC CORP	01/08/09	226,908 00	5 67	0 05	2,000 00
10,000 UNION PACIFIC CORP	05/18/09	38,000 00	3 80	0 05	500 00
TOTAL PUT OPTIONS		**264,908.00**			**2,500.00**
Grand - Total		**63,787,641.99**			**71,198,431.00**