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

**2009**

Department of the Treasury  
Internal Revenue Service

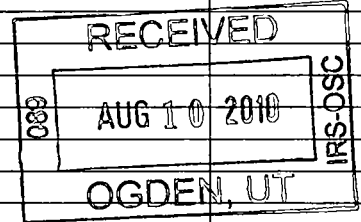
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year **2009**, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>HARRY L. GLADDING FOUNDATION, INC. C/O VENABLE/ND BORDEN</b>		A Employer identification number <b>52-1672857</b>	
	Number and street (or P O box number if mail is not delivered to street address) <b>750 EAST PRATT STREET SUITE 900</b>		B Telephone number <b>410-244-7400</b>	
	City or town, state, and ZIP code <b>BALTIMORE, MD 21202</b>		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>1,411,499.</b>		J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <b>MODIFIED CASH</b> (Part I, column (d) must be on cash basis.)		
E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>				

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6,545.	6,545.		STATEMENT 1
	4 Dividends and interest from securities	27,602.	27,602.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-12,273.			
	b Gross sales price for all assets on line 6a	337,552.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		21,874.	34,147.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	4,041.	0.		4,041.
	b Accounting fees STMT 4	4,720.	0.		4,720.
	c Other professional fees STMT 5	16,264.	16,264.		0.
	17 Interest				
	18 Taxes STMT 6	179.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	5,059.	0.		5,059.
	24 Total operating and administrative expenses. Add lines 13 through 23	30,263.	16,264.		13,820.
	25 Contributions, gifts, grants paid	88,262.			116,260.
26 Total expenses and disbursements. Add lines 24 and 25	118,525.	16,264.		130,080.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-96,651.				
b Net investment income (if negative, enter -0-)		17,883.			
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		171,115.	96,055.	96,055.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 8	1,001,809.	1,021,117.	1,021,117.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 9	144,786.	293,928.	293,928.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 10)		578.	399.	399.	
16	<b>Total assets</b> (to be completed by all filers)		1,318,288.	1,411,499.	1,411,499.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable		120,000.	92,000.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ )				
23	<b>Total liabilities</b> (add lines 17 through 22)		120,000.	92,000.		
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		1,198,288.	1,319,499.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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	<b>Total net assets or fund balances</b>		1,198,288.	1,319,499.		
31	<b>Total liabilities and net assets/fund balances</b>		1,318,288.	1,411,499.		

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	1,198,288.
2	Enter amount from Part I, line 27a	2	-96,651.
3	Other increases not included in line 2 (itemize) ▶ MARKETABLE SECURITIES APPRECIATION	3	217,862.
4	Add lines 1, 2, and 3	4	1,319,499.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>1,319,499.</b>

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**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	337,552.	349,825.	-12,273.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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				
b				
c				
d				
e			-12,273.	
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 -12,273.
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	155,845.	1,738,969.	.089619
2007	207,369.	2,122,563.	.097697
2006	195,416.	2,009,595.	.097241
2005	195,051.	2,030,717.	.096050
2004	204,786.	2,130,833.	.096106
2 Total of line 1, column (d)			2 .476713
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 .095343
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 1,299,236.
5 Multiply line 4 by line 3			5 123,873.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 179.
7 Add lines 5 and 6			7 124,052.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 130,080.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	179.
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	179.
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	179.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	578.	
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	578.	
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	399.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 399. Refunded <input checked="" type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MD		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>NEAL D. BORDEN, ESQ</u> Telephone no. ▶ <u>410-244-7400</u> Located at ▶ <u>750 EAST PRATT STREET SUITE 900, BALTIMORE, MD</u> ZIP+4 ▶ <u>21201-2911</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NEAL D. BORDEN, ESQ 750 EAST PRATT STREET SUITE 900 BALTIMORE, MD 21202	TRUSTEE 2.50	0.	0.	0.
WINIFRED BORDEN 750 EAST PRATT STREET SUITE 900 BALTIMORE, MD 21202	TRUSTEE 1.00	0.	0.	0.

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

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	<b>0.</b>

**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	1,184,547.
b	Average of monthly cash balances	1b	134,474.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,319,021.
e	Reduction claimed for 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	1,319,021.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,785.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,299,236.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	64,962.

**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	64,962.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	179.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	179.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	64,783.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	64,783.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	64,783.

**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	130,080.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	130,080.
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	179.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	129,901.

**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.

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C/O VENABLE/ND BORDEN

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**Part XIII** **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				64,783.
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2009:				
<b>a</b> From 2004	100,772.			
<b>b</b> From 2005	95,101.			
<b>c</b> From 2006	98,704.			
<b>d</b> From 2007	104,363.			
<b>e</b> From 2008	69,633.			
<b>f</b> Total of lines 3a through e	468,573.			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 130,080.				
<b>a</b> Applied to 2008, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2009 distributable amount				64,783.
<b>e</b> Remaining amount distributed out of corpus	65,297.			
<b>5</b> Excess distributions carryover applied to 2009 (if an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	533,870.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7	100,772.			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	433,098.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2005	95,101.			
<b>b</b> Excess from 2006	98,704.			
<b>c</b> Excess from 2007	104,363.			
<b>d</b> Excess from 2008	69,633.			
<b>e</b> Excess from 2009	65,297.			

**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		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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:  
**NEAL D. BORDEN, ESQ., 410-244-7400**  
**750 EAST PRATT STREET SUITE 900, BALTIMORE, MD 21202**  
**b** The form in which applications should be submitted and information and materials they should include:  
**NO FORMAL APPLICATION. REQUESTS SHOULD BE IN WRITING**  
**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:  
**EMPHASIS ON GRANTS TO ARTS AND CULTURAL INSTITUTIONS IN THE BALTIMORE METROPOLITAN AREA**

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>					
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)					
<b>a Paid during the year</b>					
<b>SEE STATEMENT 11</b>					
<b>Total</b>			<b>▶ 3a</b>	<b>116,260.</b>	
<b>b Approved for future payment</b>					
<b>Total SEE STATEMENT 12</b>				<b>▶ 3b</b>	<b>92,000.</b>





**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	PUBLICLY TRADED SECURITIES - SMITH BARNEY A/C# 08	P		
b	PUBLICLY TRADED SECURITIES - SMITH BARNEY A/C# 08	P		
c	PUBLICLY TRADED SECURITIES - SMITH BARNEY A/C# 08	P		
d	PUBLICLY TRADED SECURITIES - SMITH BARNEY A/C# 08	P		
e	PUBLICLY TRADED SECURITIES - SMITH BARNEY A/C# 08	P		
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	146,573.		113,086.	33,487.
b	38,556.		39,652.	-1,096.
c	120,756.		162,944.	-42,188.
d	4,375.		3,122.	1,253.
e	27,292.		31,021.	-3,729.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			33,487.
b			-1,096.
c			-42,188.
d			1,253.
e			-3,729.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-12,273.
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

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

SOURCE	AMOUNT
SMITH BARNEY	6,545.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6,545.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SMITH BARNEY	27,602.	0.	27,602.
TOTAL TO FM 990-PF, PART I, LN 4	27,602.	0.	27,602.

## 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 FEES	4,041.	0.		4,041.
TO FM 990-PF, PG 1, LN 16A	4,041.	0.		4,041.

## 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 FEES	4,720.	0.		4,720.
TO FORM 990-PF, PG 1, LN 16B	4,720.	0.		4,720.

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 MANAGEMENT FEES	16,264.	16,264.		0.
TO FORM 990-PF, PG 1, LN 16C	16,264.	16,264.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	179.	0.		0.
TO FORM 990-PF, PG 1, LN 18	179.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	5,059.	0.		5,059.
TO FORM 990-PF, PG 1, LN 23	5,059.	0.		5,059.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHED	1,021,117.	1,021,117.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,021,117.	1,021,117.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN CHASE CAPITAL 6.35%	COST	24,230.	24,230.
MERRILL LYNCH CAPITAL TR 6.45%	COST	19,140.	19,140.
GE MONEY BANK	COST	51,014.	51,014.
ISHARES MSCI EMERGING MKTS INDEX FD	COST	103,750.	103,750.
KAYNE ANDERSON ENERGY DEV CO	COST	45,766.	45,766.
INDEPENDENT BANK - MI CALLABLE DTD	COST	50,028.	50,028.
TOTAL TO FORM 990-PF, PART II, LINE 13		293,928.	293,928.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
REFUNDABLE EXCISE TAX	578.	399.	399.
TO FORM 990-PF, PART II, LINE 15	578.	399.	399.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ARTS EDUCATION IN MARYLAND SCHOOLS 175 W. OSTEND STREET SUITE A-3 BALTIMORE, MD 21230	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	1,000.
ASSOCIATION OF BALTIMORE AREA GRANTMAKERS 2 E. READ STREET, 2ND FLOOR BALTIMORE, MD 21202	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	1,910.
BALTIMORE CLAYWORKS 5707 SMITH AVENUE BALTIMORE, MD 21209	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	2,000.
B&O RAILROAD MUSEUM 901 WEST PRATT STREET BALTIMORE, MD 21223	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	1,000.
PUMPKIN THEATRE 8415 BELLONA LANE SUITE 115 BALTIMORE, MD 21204	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	1,000.
BALTIMORE MUSEUM OF ART 10 ART MUSEUM DRIVE BALTIMORE, MD 21218	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	2,250.
THEATRE PROJECT 45 WEST PRESTON STREET BALTIMORE, MD 21201	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	2,000.
BALTIMORE SYMPHONY ORCHESTRA 1212 CATHEDRAL STREET BALTIMORE, MD 212015545	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	2,500.

CENTER STAGE 700 NORTH CALVERT STREET BALTIMORE, MD 21202	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	8,350.
CREATIVE ALLIANCE 3134 EASTERN AVENUE BALTIMORE, MD 21224	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	2,500.
ENOCH PRATT FREE LIBRARY 400 CATHEDRAL STREET BALTIMORE, MD 212014484	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	10,000.
GARRETT JACOBS MANSION ENDOWMENT, INC. 11 WEST MT. VERNON PLACE BALTIMORE, MD 21201	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	10,000.
GOUCHER COLLEGE 1021 DULANEY VALLEY ROAD BALTIMORE, MD 21204	NONE SUPPORT CURRENT OPERATIONS	PUBLIC CHARITY - SCHOOL	10,000.
EVERYMAN THEATRE 1727 N. CHARLES STREET BALTIMORE, MD 21201	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	10,000.
MARYLAND CITIZENS FOR THE ARTS FOUNDATION 3697 PARK AVENUE, SUITE 100 ELLCOTT CITY, MD 21043	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	1,000.
MARYLAND LAWYERS FOR THE ARTS 113 W. NORTH AVE. BALTIMORE, MD 21201	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	1,500.
MPT FOUNDATION, INC. 11767 OWINGS MILLS BLVD OWINGS MILLS, MD 21117	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	500.
PORT DISCOVERY: THE CHILDRENS' MUSEUM IN BALTIMORE, MD 35 MARKET PLACE BALTIMORE, MD 212024002	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	5,000.

COMMUNITY CONCERTS AT SECOND 4200 ST. PAUL STREET BALTIMORE, MD 21218	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	250.
NATIONAL AQUARIUM IN BALTIMORE PIER 3, 501 EAST PRATT STREET BALTIMORE, MD 21202	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	4,000.
THE CHEWONKI FOUNDATION 485 CHEWONKI NECK ROAD WISCASSET, ME 045784877	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	500.
THE MARYLAND ZOO DRUID HILL PARK BALTIMORE, MD 21217	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	1,000.
THEATRE COMMUNICATIONS GROUP 520 EIGHT AVE. 24TH FLOOR NEW YORK, NY 100184516	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	2,000.
UNCHAINED TALENT 4026 DEEPWOOD ROAD BALTIMORE, MD 212181403	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	2,500.
WALTERS ART MUSEUM 600 NORTH CHARLES STREET BALTIMORE, MD 212015185	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	33,500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			116,260.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
APPROVED FOR FUTURE PAYMENT

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ENOCH PRATT FREE LIBRARY 400 CATHEDRAL STREET BALTIMORE, MD 212014484	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	30,000.
EVERYMAN THEATRE 1727 N. CHARLES STREET BALTIMORE, MD 21201	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	40,000.
GOUCHER COLLEGE 1021 DULANEY VALLEY ROAD BALTIMORE, MD 21204	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	10,000.
NATIONAL AQUARIUM IN BALTIMORE PIER 3, 501 EAST PRATT STREET BALTIMORE, MD 21202	NONE SUPPORT CURRENT OPERATIONS	OTHER PUBLIC CHARITY	12,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			92,000.

# Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

<b>Type or print</b>	Name of Exempt Organization <b>HARRY L. GLADDING FOUNDATION, INC. C/O VENABLE/ND BORDEN</b>	Employer identification number <b>52-1672857</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions <b>750 EAST PRATT STREET SUITE 900</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BALTIMORE, MD 21202</b>	

**Check type of return to be filed** (file a separate application for each return).

- |   |   |                                    |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

**NEAL D. BORDEN, ESQ - 750 EAST PRATT STREET SUITE 900 -**

- The books are in the care of ▶ **BALTIMORE, MD 21201-2911**  
Telephone No. ▶ **410-244-7400** FAX No. ▶ \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ▶  If it is for part of the group, check this box ▶  and attach a list with the names and EINs of all members the extension will cover

**1** I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
▶  calendar year **2009** or  
▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

**2** If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	<b>358.</b>
<b>b</b> If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	<b>578.</b>
<b>c Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>0.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

<u>SHARES</u>	<u>DESCRIPTION</u>	<u>CURRENT PRICE</u>	<u>VALUE</u>
<b><u>Smith Barney Citigroup a/c # 089-23552</u></b>			
1000	AT&T INC	28 03	28,030 00
1000	BANK OF AMERICA	15 06	15,060 00
1000	CISCO SYS INC	23 94	23,940 00
1000	DUKE ENERGY CORP	17 21	17,210 00
1000	EXXON MOBIL CORP	68 19	68,190 00
1000	GENERAL ELECTRIC CO	15 13	15,130 00
1000	JPMORGAN CHASE & CO	41 67	41,670 00
1000	JOHNSON & JOHNSON	64 41	64,410 00
1000	MERCK & CO INC	36 54	36,540 00
1000	WASHINGTON REAL EST INV TR SBI	27 55	27,550 00
<b>TOTAL A/C - 089 - 23552</b>			<b>337,730 00</b>

<u>SHARES</u>	<u>DESCRIPTION</u>	<u>CURRENT PRICE</u>	<u>VALUE</u>
<b><u>Smith Barney Citigroup a/c # 089-23553</u></b>			
155	AXIS CAPITAL HOLDINGS LTD-USD	28 41	4,403 55
272	UBS AG NEW	15.51	4,218 72
816	AEGON N V-ADR AMER RED-ADR	6 41	5,230.56
1735	ALCATEL-LUCENT ADR	3 32	5,760 20
510	ALUMINA LTD SPONORED ADR	6 55	3,340 50
249	ANGLOGOLD ASHANTI LTD ADR	40 18	10,004 82
194	BP PLC SPONS ADR	57 97	11,246 18
418	BARRICK GOLD CORP CAD	39 38	16,460 84
177	CAMECO CORP	32 17	5,694 09
1019	CARREFOUR SA UNSPON ADR	9 48	9,660 12
311	CENTRAIS ELECTRICAS BRASILEIRAS SP ADR SA REP PFD	18.70	5,815 70
140	CENTRAIS ELECTRICAS BRASILEIRAS SPON ADR	21 09	2,952 60
715	DAI NIPPON PRTG LTD JAPAN SPONS ADR	12 76	9,123 40
61	DAIWA HOUSE INDUSTRIES ADR -USD-	107 25	6,542 25
220	EMBRAER-EMPRESA BRASILEIRA DE AERONAUTICA	22 11	4,864 20
429	FUJIFILM HLDGS CORP-JPY	30 20	12,955 80
680	GOLD FIELDS LTD SPONS ADR	13 11	8,914 80
83	HACHIJUNI BANK LTD-JPY ADR	58 70	4,872.10
184	IMPALA PLATINUM HOLDINGS	27 30	5,023 20
394	IVANHOE MINES LIMITED	14 61	5,756 34
460	KAO CORP-LPY SPONS ADR	23 36	10,745 60
619	KINROSS GOLD CORP-CAD	18 40	11,389 60
614	KOREA ELEC PWR CORP SP ADR	14 54	8,927 56
135	MAGNA INTERNATIONAL CL A	50 58	6,828 30
444	mitsui SUMITOMO INSURANCE CO LTD ADR	12 75	5,661.00
266	NEWCREST MINING LTD SPON ADR	31.65	8,418.90
399	NEXEN INC	23 93	9,548 07
205	NINTENDO CO LTD ADR NEW	29 82	6,113.10
676	NIPPON TEL & TEL SPONS ADR	19 74	13,344 24
684	NOKIA CORP SPONSORED ADR	12 85	8,789 40
243	NOVARTIS AG ADR	54 43	13,226 49
441	PANASONIC CORP ADR	14 35	6,328 35
100	REXAM PLC SPONS ADR	23 79	2,379 00
115	ROHM CO LTD-JPY	33 01	3,796 15
219	ROYAL DUTCH SHELL PLC ADR	58 13	12,730 47
806	SK TELECOM LTD SPON ADR	16 26	13,105 56
347	SANOFI-AVENTIS SPONS ADR	39 27	13,626 69
1633	SEGA SAMMY HLDGS INC USD SPONS ADR	3 05	4,980 65
640	SEKISUI HOUSE UNSPONS ADR	9 22	5,900 80
276	SEVEN & I HLDGS CO LTD-JPY	41 40	11,426 40
588	SHISEIDO LTD SPONS ADR	19 27	11,330 76
93	SIEMENS AG SPONS ADR	91 70	8,528 10
289	SOCIETE GENERALE SPON ADR	14 05	4,060 45
817	SUMITOMO TRUST & BANKING CO LT-JPY SPONS ADR	4 93	4,027 81
314	SWISSCOM AG SPONS ADR	37 96	11,919 44
78	TDK CORP AMER DEPOSIT SHS	61 15	4,769 70
71	TECHNIP ADR	70 25	4,987 75
952	TELECOMM ITALIA SPA ADR	11 00	10,472 00
109	TOPPAN PRTG LTD ADR	40 00	4,360 00
410	UNITED UTILITIES PLC SP ADR	16 22	6,650 20
506	VODAFONE GROUP PLC SPONS ADR	23 09	11,683 54
118	WACOAL CORP ADR	54 86	6,473 48
464	WOLTERS KLUWER N V SP ADR	21 85	10,138 40
<b>TOTAL A/C - 089 - 23553</b>			<b>419,507 93</b>

<u>SHARES</u>	<u>DESCRIPTION</u>	<u>CURRENT PRICE</u>	<u>VALUE</u>
<u>Smith Barney Citigroup a/c # 089-23554</u>			
42	TYCO INTERNATIONAL LTD NEW	35 68	1,498 56
27	TRANSOCEAN LTD SWITZERLAND NEW	82 80	2,235 60
160	AGLIENT TECHNOLOGIES INC	31 07	4,971 20
335	AMERICAN EXPRESS CO	40 52	13,574 20
92	AMERIPRISE FINANCIAL INC	38 82	3,571 44
280	BANK NEW YORK MELLON CORP	27 97	7,831 60
35	BECTON DICKINSON & CO	78 86	2,760 10
105	BED BATH & BEYOND	38 61	4,054 05
5	BERKSHIRE HATHAWAY INC CLASS B	3286 00	16,430 00
130	H&R BLOCK INC	22 62	2,940 60
258	CVS CAREMARK CORP	32 21	7,497 68
95	CANADIAN NATURAL RES LTD	71 95	6,835 25
55	CARDINAL HEALTH INC	32 24	1,773 20
27	CAREFUSION CORP	25 01	675 27
345	COMCAST CORP CL A - SPL	16 01	5,523 45
50	CONOCOPHILLIPS	51 07	2,553 50
285	COSTCO WHOLESALE CORP NEW	59 17	16,863.45
140	DEVON ENERGY CORP NEW	73.50	10,290 00
75	DIAGEO PLC SPON ADR NEW	69 41	5,205 75
85	WALT DISNEY CO	32 25	2,741 25
40	DUN & BRADSTREET CORP NEW	84 37	3,374 80
115	EOG RESOURCES INC	97 30	11,189 50
25	EXPRESS SCRIPTS INC COMMON	86 42	2,160 50
8	GOOGLE INC CLASS A	619.98	4,959.84
110	GRUPO TELEVISIA SE DE CV SPON ADR	20 76	2,283 60
115	HARLEY-DAVIDSON INC	25 20	2,898 00
95	HEWLITT PACKARD CO	51 51	4,893 45
195	IRON MOUNTAIN INC DEL	22 76	4,438 20
196	JPMORGAN CHASE & CO	41 67	8,167 32
93	JOHNSON & JOHNSON	64.41	5,990 13
240	LOEWS CORP	36 35	8,724 00
180	MERCK & CO INC NEW	36 54	6,577 20
240	MICROSOFT CORP	30 48	7,315.20
80	MOODY'S CORP	26 80	2,144 00
295	NEWS CORP CLASS A NEW	13 69	4,038 55
170	OCCIDENTAL PETRO CORP DEL	81 35	13,829 50
145	PFIZER INC	18 19	2,637 55
70	PHILIP MORRIS INTL INC	48 19	3,373 30
60	PROCTOR & GAMBLE	60 63	3,637 80
380	PROGRESSIVE CORP OHIO	17 99	6,836 20
280	SEALED AIR CP NEW	21 86	6,120 80
250	TEXAS INSTRUMENTS INC	26 06	6,515 00
70	TRANSATLANTIC HOLDING INC	52 11	3,647 70
40	VULCAN MATERIALS CO	52 67	2,106 80
600	WELLS FARGO & CO NEW	26 99	16,194 00
	<b>TOTAL A/C - 089 - 23554</b>		<u>263,879 09</u>
	<b>TOTAL - PAGE 2 PART II LINE 10b</b>		<u>1,021,117 02</u>

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HARRY L. GLADDING FOUNDATION  
Account Number 089-23553-14 026

**Details of Earnings 2009 - continued**

**Dividends and Distributions, Section 2**

Reference number	Description	Nondividend distributions	Foreign tax paid	Cash liquidation distributions	Non cash liquidation distributions	Investment expense	NRA Withholding
160004700	*** TELECOM ITALIA S.P.A ADR (NEW) REPSTG SVG SHS THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		\$ 94.53				
160004900	*** TOPPAN PRtg LTD ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED		22.48				
160005200	*** WACOAL CORP ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		10.72				
160005300	*** WOLTERS KLUWER N V SP ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED		12.67				
<b>Totals</b>			<b>\$ 364.73</b>			<b>\$ 931.04</b>	

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

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000140	57	ERICSSON L M TEL CO CL B ADR NEW -USD-	03/19/08	02/02/09	\$ 443.20	\$ 496.98	(\$ 53.78)	
125000150	221	ERICSSON L M TEL CO CL B ADR NEW -USD-	03/19/08	02/03/09	1,715.22	1,926.90	(211.68)	
125000160	134	GEMALTO NV-EUR	03/12/09	04/22/09	2,076.06	1,561.60		514.46
125000210	22	HACHIJJUNI BANK LTD-JPY ADR	06/23/08	03/23/09	1,298.35	1,413.84	(115.49)	

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HARRY L. GLADDING FOUNDATION  
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Details of Short Term Gain (Loss) 2009 - continued

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000300	3	LIHIR GOLD LTD SPONS ADR -USD-	07/29/08	05/20/09	\$ 68.84	\$ 83.19	(\$ 14.35)	
125000310	83	LIHIR GOLD LTD SPONS ADR -USD-	07/29/08	05/29/09	2,156.65	2,301.55	(144.90)	
125000330	31	LONMIN PUB LTD CO SPON ADR	08/04/08	04/03/09	690.03	1,386.43	(696.40)	
	54	NEW	09/23/08		1,201.99	2,558.73	(1,356.74)	
125000420	124	NOKIA CORP SPONSORED ADR	02/02/09	04/23/09	1,849.04	1,498.46		350.58
125000440	63	NOVARTIS AG ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/13/09	12/02/09	3,544.04	2,702.64		841.40
125000450	63	PETRO-CANADA-CAD	02/13/08	02/02/09	1,359.51	2,828.43	(1,468.92)	
125000480	227	PROMISE CO LTD-UNSPON ADR Morgan Stanley Smit th Barney LLC acted as yo ur agent in this transa	08/28/08	08/17/09	1,072.98	2,570.89	(1,497.91)	
125000490	31	ROHM CO LTD-JPY Morgan Stanley Smit th Barney LLC acted as yo ur agent in this transa	01/16/09	07/01/09	1,104.25	770.52		333.73
125000560	71	SILVER STANDARD RESOURCES INC -CAD	06/23/08	03/19/09	1,117.47	1,966.68	(849.21)	
125000570	17	SILVER STANDARD RESOURCES INC -CAD	06/23/08	03/20/09	260.68	470.89	(210.21)	
125000580	136	SOCIETE GENERALE SPON ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/20/08	10/02/09	2,089.32	1,539.79		549.53
125000590	289	SOCIETE GENERALE SPON ADR SALE OF RTS ON 289,0000 SHS	10/07/09	10/07/09	229.60	.01		229.59
125000630	61	SUNCOR ENERGY INC NEW Morgan Stanley Smit th Barney LLC acted as yo ur agent in this transa	01/28/09	08/20/09	1,941.26	1,251.15		690.11



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HARRY L. GLADDING FOUNDATION  
Account Number 089-23553-14 026

Details of Short Term Gain (Loss) 2009 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000640	67	SUNCOR ENERGY INC NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/28/09	10/01/09	\$ 2,256.07	\$ 1,374.22		\$ 881.85
125000660	37	SUNCOR ENERGY INC Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa	07/23/08	07/15/09	1,083.97	1,991.61	(907.64)	
125000670	33	TDK CORP AMER DEPOSIT SHS	07/03/08	01/16/09	1,240.69	2,016.11	(775.42)	
125000680	8	TDK CORP AMER DEPOSIT SHS	07/03/08	07/01/09	375.25	488.76	(113.51)	
	10	Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa	07/29/08		469.06	610.27	(141.21)	
125000690	20	TDK CORP AMER DEPOSIT SHS Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa	10/23/08	08/03/09	1,057.67	659.91		397.76
125000700	45	TDK CORP AMER DEPOSIT SHS Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa	10/23/08	08/20/09	2,517.28	1,484.81		1,032.47
125000710	55	TNT N V SPONSORED ADR-USD CASH IN LIEU OF .55000 RECORD 04/13/09 PAY 04/28/09	04/01/09	04/28/09	10.13	9.04		1.09
125000720	104	TNT N V SPONSORED ADR-USD MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/01/09	10/12/09	2,862.31	1,708.62		1,173.69
125000750	21	TECHNIP ADR	09/08/08	07/24/09	1,252.32	1,497.57	(245.25)	
	20	Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa	11/20/08		1,192.69	482.63		710.06
<b>Total</b>					<b>\$ 38,555.93</b>	<b>\$ 39,652.23</b>	<b>(\$ 8,802.62)</b>	<b>\$ 7,706.32</b>

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HARRY L. GLADDING FOUNDATION  
Account Number 089-23553-14 026

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

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	46	ANGLOGOLD ASHANTI LTD ADR	10/03/07	02/17/09	\$ 1,445.22	\$ 2,008.61	(\$ 563.39)	
125000020	19	ANGLOGOLD ASHANTI LTD ADR	10/03/07	03/11/09	602.07	829.64	(227.57)	
	32	ADR	02/13/08		1,014.01	1,108.53	(94.52)	
125000030	34	ANGLOGOLD ASHANTI LTD ADR	02/13/08	03/13/09	1,161.20	1,177.82	(16.62)	
	16	ADR	03/05/08		546.44	584.13	(37.69)	
125000040	42	ANGLOGOLD ASHANTI LTD ADR	03/05/08	09/08/09	1,808.73	1,533.35		275.38
		Morgan Stanley Sml th Barney LLC acted as yo						
125000050	34	BP PLC SPONS ADR	02/23/07	10/27/09	1,974.32	2,140.59	(166.27)	
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000060	38	BARRICK GOLD CORP CAD	11/15/06	10/20/09	1,440.00	1,109.26		330.74
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000070	67	BARRICK GOLD CORP CAD	11/15/06	11/18/09	2,937.13	1,955.81		981.32
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000080	58	CENTRAIS ELETRICAS BRASILEIRAS SPON ADR	03/05/07	04/24/09	739.23	578.84		160.39
125000090	29	CURRENCYSHARES JAPANESE YEN TR	02/15/07	07/09/09	3,100.22	2,430.81		669.41
		Morgan Stanley Sml th Barney LLC acted as yo ur agent in this transa						
125000100	32	CURRENCYSHARES EURO TRUST	10/19/06	08/06/09	4,587.57	4,049.32		538.25
		Morgan Stanley Sml th Barney LLC acted as yo ur agent in this transa						

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HARRY L. GLADDING FOUNDATION  
Account Number 089-23553-14 026

Details of Long Term Gain (Loss) 2009 - continued

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000110	8	DAIWA HOUSE INDUSTRIES ADR	10/24/07	03/19/09	\$ 632.71	\$ 997.62	(\$ 364.91)	
	6	-USD-	10/25/07		474.54	750.29	(275.75)	
125000120	3	DAIWA HOUSE INDUSTRIES ADR	10/25/07	04/09/09	256.84	375.14	(118.30)	
	5	-USD-	11/07/07		428.07	625.98	(197.91)	
	8	-USD-	01/07/08		684.90	1,023.95	(339.05)	
125000130	7	DAIWA HOUSE INDUSTRIES ADR	01/07/08	06/17/09	710.52	895.95	(185.43)	
	3	-USD- Morgan Stanley Smi th Barney LLC acted as yo	01/08/08		304.51	383.39	(78.88)	
125000140	32	ERICSSON L M TEL CO CL B	11/20/07	02/02/09	248.81	405.43	(156.62)	
	244	ADR NEW -USD-	11/21/07		1,897.21	2,899.32	(1,002.11)	
125000170	53	GOLD FIELDS LTD SPONS ADR	02/14/07	01/30/09	568.40	924.25	(355.85)	
	71		03/06/07		761.44	1,202.36	(440.92)	
	30		05/10/07		321.74	530.45	(208.71)	
125000180	52	GOLD FIELDS LTD SPONS ADR	05/10/07	03/06/09	577.83	919.44	(341.61)	
	32		05/23/07		355.58	562.32	(206.74)	
125000190	115	GOLD FIELDS LTD SPONS ADR	05/23/07	03/12/09	1,410.35	2,020.85	(610.50)	
	49		11/12/07		600.93	863.11	(262.18)	
125000200	35	GOLD FIELDS LTD SPONS ADR	11/12/07	03/18/09	429.47	630.79	(201.32)	
	44		02/01/08		539.91	619.30	(79.39)	
125000220	50	IMPALA PLATINUM HOLDINGS LTD SPONSORED ADR	09/02/08	09/11/09	1,233.63	1,269.02	(35.39)	
		Morgan Stanley Smi th Barney LLC acted as yo						
125000230	121	IVANHOE MINES LIMITED-CAD LTD SPONSORED ADR	02/06/06	09/08/09	1,381.05	1,008.85		372.20
		Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa						
125000240	258	KT CORP SPONSORED ADR	02/06/06	04/14/09	3,766.57	5,413.87	(1,647.30)	
125000250	220	KT CORP SPONSORED ADR	02/06/06	05/20/09	3,213.47	4,616.48	(1,403.01)	
125000260	148	KT CORP SPONSORED ADR	02/06/06	12/02/09	2,455.91	3,105.63	(649.72)	
	49	MorganStanley SmithBarney LLC	10/16/07		813.10	1,176.11	(363.01)	
	29	acted as your agent	01/23/08		481.23	697.45	(216.22)	
	51	in this transaction.	05/19/08		846.29	1,170.88	(324.59)	
125000270	172	KIRIN HOLDING CO LTD SPON ADR NEW	02/08/06	04/01/09	1,816.85	2,114.50	(297.65)	



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HARRY L. GLADDING FOUNDATION  
Account Number 089-23553-14 026

Details of Long Term Gain (Loss) 2009 - continued

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000280	350	KIRIN HOLDING CO LTD	02/08/06	04/09/09	\$ 3,879.30	\$ 4,302.76	(\$ 423.46)	
	47	SPON ADR NEW	11/14/06		520.93	622.85	(101.92)	
	78		11/15/06		864.53	1,034.23	(169.70)	
	94		11/16/06		1,041.87	1,241.94	(200.07)	
125000290	26	LIHIR GOLD LTD	02/08/06	03/05/09	510.47	417.66		92.81
		SPONS ADR -USD-						
125000300	41	LIHIR GOLD LTD	02/08/06	05/20/09	940.93	658.63		282.30
	26	SPONS ADR -USD-	04/29/08		596.69	729.49	(132.80)	
125000320	45	LONMIN PUB LTD CO SPON ADR	02/08/06	03/11/09	794.64	1,668.20	(873.56)	
	8	NEW	09/26/07		141.27	528.27	(387.00)	
125000330	4	LONMIN PUB LTD CO SPON ADR	09/26/07	04/03/09	89.04	264.14	(175.10)	
		NEW						
125000340	38	MAGNA INTERNATIONAL CL A	06/03/08	11/06/09	1,914.28	2,664.56	(750.28)	
	6	MorganStanley SmithBarney LLC	06/05/08		302.25	417.12	(114.87)	
		acted as your agent						
		in this transaction.						
125000350	61	NEWCREST MINING LTD SPON	09/12/06	02/09/09	1,306.89	939.10		367.79
	1	ADR	09/13/06		21.42	15.53		5.89
125000360	36	NEWMONT MINING CORP	05/23/07	02/06/09	1,479.14	1,420.33		58.81
	22		05/24/07		903.92	868.34		35.58
125000370	29	NEWMONT MINING CORP	05/24/07	02/27/09	1,220.42	1,144.62		75.80
	7		05/31/07		294.58	281.55		13.03
125000380	25	NEWMONT MINING CORP	05/31/07	07/07/09	990.32	1,005.55	(15.23)	
		Morgan Stanley Sml						
		th Barney LLC acted as yo						
		ur agent in this transa						
125000390	95	NEWMONT MINING CORP	05/31/07	07/13/09	3,547.97	3,821.11	(273.14)	
	3	Morgan Stanley Sml	08/16/07		112.04	116.95	(4.91)	
		th Barney LLC acted as yo						
		ur agent in this transa						
125000400	105	NEWMONT MINING CORP	08/16/07	10/29/09	4,473.64	4,093.33		380.31
		MorganStanley SmithBarney LLC						
		acted as your agent						
		in this transaction.						
125000410	8	NEXEN INC	09/24/07	06/02/09	203.79	242.03	(38.24)	
	82	Morgan Stanley Sml	10/02/07		2,088.80	2,495.70	(406.90)	
		th Barney LLC acted as yo						
		ur agent in this transa						



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Details of Long Term Gain (Loss) 2009 - continued

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000430	73	NOVAGOLD RESOURCES INC-CAD	01/12/07	03/20/09	\$ 177.60	\$ 1,166.58	(\$ 988.98)	
	18		02/27/07		43.79	296.37	(252.58)	
	19		02/28/07		46.22	311.66	(265.44)	
	35		03/02/07		85.15	574.45	(489.30)	
	14		03/10/08		34.06	143.06	(109.00)	
	90		03/11/08		218.96	919.04	(700.08)	
125000450	24	PETRO-CANADA-CAD	12/05/07	02/02/09	517.91	1,166.61	(648.70)	
	53		01/18/08		1,143.72	2,560.05	(1,416.33)	
125000460	117	PROMISE CO LTD-UNSPON ADR	02/09/06	03/16/09	764.96	3,400.02	(2,635.06)	
	44		07/10/06		287.68	1,112.23	(824.55)	
125000470	85	PROMISE CO LTD-UNSPON ADR	07/10/06	05/11/09	582.39	2,148.63	(1,566.24)	
	86		09/21/06		589.24	1,729.61	(1,140.37)	
	21		10/24/06		143.89	396.05	(252.16)	
125000480	11	PROMISE CO LTD-UNSPON ADR	10/24/06	08/17/09	51.99	207.45	(155.46)	
	40	Morgan Stanley Sml	10/25/06		189.07	721.78	(532.71)	
	14	th Barney LLC acted as yo	10/26/06		66.17	245.32	(179.15)	
		ur agent in this transa						
125000500	69	SANOFI-AVENTIS SPONS ADR	09/27/07	01/20/09	2,168.70	2,920.63	(751.93)	
125000510	24	SANOFI-AVENTIS	09/27/07	10/28/09	922.88	1,015.87	(92.99)	
	47	SPONS ADR	10/03/07		1,807.31	1,997.54	(190.23)	
		MorganStanley SmithBarney LLC						
		acted as your agent						
125000520	95	SEKISUI HOUSE UNSPONS ADR	02/08/06	02/03/09	812.37	1,462.74	(650.37)	
125000530	124	SEKISUI HOUSE UNSPONS ADR	02/08/06	04/09/09	1,034.24	1,909.27	(875.03)	
	3		09/06/07		25.02	36.36	(11.34)	
125000540	66	SEKISUI HOUSE UNSPONS ADR	09/06/07	05/12/09	616.43	799.83	(183.40)	
	35		09/13/07		326.90	411.03	(84.13)	
125000550	24	SIEMENS A G SPONS ADR	09/29/08	10/29/09	2,296.37	2,238.98	57.39	
		MorganStanley SmithBarney LLC						
		acted as your agent						
		in this transaction.						
125000600	492	STORA ENSO OYJ ADR	02/08/06	07/31/09	3,132.23	6,566.09	(3,433.86)	
	137	Morgan Stanley Sml	04/23/08		872.19	1,608.47	(736.28)	
		th Barney LLC acted as yo						
		ur agent in this transa						



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HARRY L. GLADDING FOUNDATION  
Account Number 089-23553-14 026

Details of Long Term Gain (Loss) 2009 - continued

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000610	23	STORA ENSO OYJ ADR	04/23/08	08/19/09	\$ 151.68	\$ 270.04	(\$ 118.36)	
	315	Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa	08/05/08		2,077.37	2,886.69	(809.32)	
125000620	325	STORA ENSO OYJ ADR	08/05/08	09/11/09	2,423.33	2,978.34	(555.01)	
		Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa						
125000630	8	SUNCOR ENERGY INC NEW	07/23/08	08/20/09	254.59	430.62	(176.03)	
		Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa						
125000650	72	SUNCOR ENERGY INC	02/06/06	03/12/09	1,739.45	2,903.01	(1,163.56)	
125000660	22	SUNCOR ENERGY INC	02/06/06	07/15/09	644.52	887.03	(242.51)	
		Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa						
125000690	28	TDK CORP AMER DEPOSIT SHS	07/29/08	08/03/09	1,480.73	1,708.76	(228.03)	
		Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa						
125000730	33	TECHNIP ADR	09/12/06	02/09/09	1,215.15	1,840.75	(625.60)	
125000740	1	TECHNIP ADR	09/12/06	05/07/09	45.00	55.78	(10.78)	
	18		09/13/06		809.93	1,009.99	(200.06)	
125000750	5	TECHNIP ADR	09/13/06	07/24/09	298.17	280.55	(17.62)	
	15	Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa	01/30/08		894.52	978.58	(84.06)	
125000760	201	TOMKINS F H PLC SPON ADR	02/08/06	07/02/09	1,934.41	4,530.42	(2,596.01)	
		Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa						
125000770	107	TOMKINS F H PLC SPON ADR	02/08/06	10/08/09	1,262.01	2,411.71	(1,149.70)	
	103	MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/08/06		1,214.83	1,899.61	(684.78)	



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Ref: 00002867 00076000

HARRY L. GLADDING FOUNDATION  
Account Number 089-23553-14 026

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000780	160	TOPPAN PRTG LTD ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/08/06	12/07/09	\$ 6,598.95	\$ 10,015.72	(\$ 3,416.77)	
125000790	40.0397 45.9603	VODAFONE GROUP PLC SPONS ADR NEW MorganStanley SmithBarney LLC acted as your agent	02/10/06 06/23/06	11/24/09	906.48 1,040.51	964.65 1,102.18	(58.17) (61.67)	
<b>Total</b>					<b>\$ 120,756.20</b>	<b>\$ 162,943.58</b>	<b>(\$ 46,902.40)</b>	<b>\$ 4,715.02</b>

**Details of Deposits and Withdrawals 2009**

*This section reflects any deposits or withdrawals made to your account during the year.*

**Deposits**

Reference number	Date	Description	Amount
210000100	06/22/09	WOLTERS KLUWER N V SP ADR REV ADR FEE OF .02000/SHR RECORD 04/21/09 PAY 05/11/09	\$ 1.96
<b>Total</b>			<b>\$ 1.96</b>

**Withdrawals**

Reference number	Date	Description	Referral number	Amount
220000100	02/04/09	SIEMENS A G SPONS ADR ADR FEE OF .02000 PER SHR RECORD 01/27/09 PAY 02/04/09		\$ 2.34
220000300	02/20/09	CONSULTING & ADVISORY SERVICES FROM 02/01/09 TO 04/30/09		1,578.38
220000500	03/27/09	KT CORP SPONSORED ADR ADR FEE OF .00350 PER SHR RECORD 12/31/08 PAY 03/27/09		2.64
220000200	02/11/09	UNITED UTILS GROUP PLC-GBP ADR FEE OF .02000 PER SHR RECORD 12/19/08 PAY 02/11/09		\$ 4.76
220000400	03/23/09	IMPALA PLATINUM HOLDINGS LTD SPONSORED ADR ADR FEE OF .01200 PER SHR RECORD 03/13/09 PAY 03/23/09		2.16
220000600	04/03/09	KIRIN HOLDING CO LTD SPON ADR NEW ADR FEE OF .00250 PER SHR RECORD 12/30/08 PAY 04/03/09		1.85



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

Ref: 00004983 00033895

HARRY GLADDING FOUNDATION INC  
Account Number 089-23552-15 026

**Details of Earnings 2009 - continued**

**Dividends and Distributions, Section 2**

Amounts displayed for dividends include dividend reinvestments, money fund earnings, accrued dividends received and dividends exempt from Federal income tax.

Reference number	Description	Nondividend distributions	Foreign tax paid	Cash liquidation distributions	Non cash liquidation distributions	Investment expense	NRA Withholding
160000700	ISHARES MSCI EMERGING MKTS INDEX FD THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED		\$ 120.66				
160001000	KAYNE ANDERSON ENERGY DEV CO A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED	1,820.75					
160001600	WASHINGTON REAL EST INV TR SBI A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED	150.60					
<b>Totals</b>		<b>\$ 1,971.35</b>	<b>\$ 120.66</b>				

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

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	500	CONSTELLATION ENERGY GROUP	02/16/01	06/24/09	\$ 13,120.61	\$ 21,714.44	(\$ 8,593.83) c	
	500		07/19/01		13,120.61	20,765.28	(7,644.67) c	
125000020	1,500	T ROWE PRICE GROUP INC CGMI AND/OR ITS AFFILIATES	01/13/05	06/24/09	62,141.90	44,664.75		17,477.15 c

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



Ref: 00004983 00033896

HARRY GLADDING FOUNDATION INC  
Account Number 089-23552-15 026

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
12500030	1,000	3M COMPANY	03/09/92	06/24/09	\$ 58,189.50	\$ 25,941.25		\$ 32,248.25 c
<b>Total</b>					<b>\$ 148,572.62</b>	<b>\$ 113,085.72</b>	<b>(\$ 18,238.50)</b>	<b>\$ 49,725.40</b>

\*Based on information supplied by Client or other financial institution, not verified by us.

**Details of Accrued Income 2009**

This section shows your accrued income paid or received as a result of purchases and sales.

Reference number	Transaction Description	Trade Date	Interest Paid	Interest Received
12000020C	BMW BANK OF NORTH AMERICA - UT *CERTIFICATE OF DEPOSIT DTD 12/31/08 INT : MATURITY DUE 12/31/2009 RATE 2.200	12/31/09		\$ 1,100.01
<b>Total</b>				<b>\$ 1,100.01</b>

**Details of Deposits and Withdrawals 2009**

This section reflects any deposits or withdrawals made to your account during the year.

**Deposits**

Reference number	Date	Description	Amount
210000100	01/30/09	INVESTMENT AND MGMT SERVICES FROM 01/28/09 TO 02/28/09	\$ 27.10
210000200	06/30/09	INVESTMENT AND MGMT SERVICES FROM 06/25/09 TO 08/31/09	\$ 10.62

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



Ref: 00004984 00033903

HARRY L. GLADDING ACCOUNT  
Account Number 089-23554-13 026

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

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000040	100	CISCO SYS INC Morgan Stanley Smit th Barney LLC acted as yo ur agent in this transa	10/22/08	08/13/09	\$ 2,161.22	\$ 1,751.56		\$ 409.66
125000080	5	GRUPO TELEVISA SA DE CV SPON ADR MorganStanley SmithBarney LLC acted as your agent	11/21/08	10/26/09	102.54	67.83		34.71
125000100	.1738 .0434 .1228	MERCK & CO INC NEW MERGER 11/03/09 806605101000	11/11/08 03/02/09 03/18/09	11/03/09	5.69 1.42 4.03	2.60 .73 3.27		3.09 .69 .76
125000140	160 40	SCHERING PLOUGH CORP	11/11/08 03/02/09	11/03/09	1,680.00 420.00	1,010.76 285.22		669.24 134.78
<b>Total</b>					<b>\$ 4,374.90</b>	<b>\$ 3,121.97</b>		<b>\$ 1,252.93</b>

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

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	5.421 23.6667 24.9123	TYCO ELECTRONICS LTD	12/23/02 05/20/05 02/03/06	03/23/09	\$ 58.60 255.85 269.31	\$ 103.11 819.26 728.33	(\$ 44.51) c (563.41) c (459.02)	
125000020	70	H & R BLOCK INC	08/08/03	04/01/09	1,244.11	1,483.97	(239.86) c	
125000030	.5	CAREFUSION CORP CASH IN LIEU OF .50000 RECORD 08/25/09 PAY 08/31/09 FROM: 14149Y108000 (SPINOFF)	07/27/04	09/01/09	9.53	12.49	(2.96) c	
125000050	108	CITIGROUP INC	12/22/99	03/11/09	158.75	4,189.63	(4,030.88) c	

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



Ref: 00004984 00033904

HARRY L. GLADDING ACCOUNT

Account Number 089-23554-13 026

Details of Long Term Gain (Loss) 2009 - continued

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000060	112.5 67.5	COMCAST CORP CL A - SPL	01/22/04 02/19/04	05/19/09	\$ 1,604.64 962.79	\$ 2,824.45 1,333.52	(\$ 1,019.81) <sup>c</sup> (370.73) <sup>c</sup>	
125000070	15 60 40 50 15	CONOCOPHILLIPS Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa	05/16/01 07/10/01 12/27/01 10/10/02 02/03/06	08/13/09	662.86 2,651.43 1,767.62 2,209.53 662.86	479.14 1,708.62 1,209.31 1,131.57 944.92		183.72 <sup>c</sup> 942.81 <sup>c</sup> 558.31 <sup>c</sup> 1,077.96 <sup>c</sup>
125000080	80	GRUPO TELEVIS SA DE CV SPON ADR MorganStanley SmithBarney LLC acted as your agent	02/06/08	10/26/09	1,640.66	1,711.75	(71.09)	
125000090	72 59 44	JPMORGAN CHASE & CO	05/04/01 12/27/01 09/30/02	01/22/09	1,674.12 1,371.85 1,023.07	2,072.61 1,781.52 1,216.83	(398.49) <sup>c</sup> (409.67) <sup>c</sup> (193.76) <sup>c</sup>	
125000110	35	MICROSOFT CORP Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa	07/30/02	06/18/09	822.56	840.02	(17.46) <sup>c</sup>	
125000120	45	MICROSOFT CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	07/30/02	10/21/09	1,194.84	1,080.02		114.82 <sup>c</sup>
125000130	15 35 90 10	PHILIP MORRIS INTL INC	12/22/99 04/24/00 10/03/00 01/22/01	03/02/09	495.95 1,157.21 2,975.68 330.63	182.12 397.15 1,437.78 230.20		313.83 <sup>c</sup> 760.06 <sup>c</sup> 1,537.90 <sup>c</sup> 100.43 <sup>c</sup>
125000150	65	UNITEDHEALTH GROUP INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/20/06	12/16/09	2,067.61	3,303.15	(1,215.54)	
<b>Total</b>					<b>\$ 27,282.06</b>	<b>\$ 31,021.47</b>	<b>(\$ 9,319.25)</b>	<b>\$ 5,589.84</b>

<sup>c</sup> Based on information supplied by Client or other financial institution, not verified by us.

