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Form **990-PF**

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

OMB No 1545-0052

**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 02/01/09, and ending 01/31/10

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>ROBERT GOELET FOUNDATION C/O JPMORGAN SERVICES INC</b>		A Employer identification number <b>13-6146654</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>PO BOX 6089</b>		B Telephone number (see page 10 of the instructions) <b>212-464-0761</b>
	City or town, state, and ZIP code <b>NEWARK DE 19714-6089</b>		C If exemption application is pending, check here <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 1,910,905</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(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 (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Schedule B				
	3 Interest on savings and temporary cash investments	463	463		
	4 Dividends and interest from securities	56,609	56,609		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-96,539			
	b Gross sales price for all assets on line 6a <b>304,934</b>				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	-39,467	57,072	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	24,120	16,884		7,236
	14 Other employee salaries and wages				
	15 Pension plans, employer benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) <b>STMT 1</b>	239	239		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	120			120
	23 Other expenses (att sch) <b>STMT 2</b>	250			250
	24 Total operating and administrative expenses. Add lines 13 through 23	24,729	17,123		7,606
	25 Contributions, gifts, grants paid	95,000			95,000
26 Total expenses and disbursements. Add lines 24 and 25	119,729	17,123	0	102,606	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-159,196				
b Net investment income (if negative, enter -0-)		39,949			
c Adjusted net income (if negative, enter -0-)			0		

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2009)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	471,792	43,099	43,099
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) <b>SEE STMT 3</b>	779,863	1,027,403	1,258,445
	c	Investments—corporate bonds (attach schedule) <b>SEE STMT 4</b>	550,824	576,248	609,361
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	<b>1,802,479</b>	<b>1,646,750</b>	<b>1,910,905</b>	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ )			
23	<b>Total liabilities</b> (add lines 17 through 22)	<b>0</b>	<b>0</b>		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,802,479	1,646,750	
	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> (see page 17 of the instructions)	<b>1,802,479</b>	<b>1,646,750</b>		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	<b>1,802,479</b>	<b>1,646,750</b>		

**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	1,802,479
2	Enter amount from Part I, line 27a	2	-159,196
3	Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 5</b>	3	3,467
4	Add lines 1, 2, and 3	4	1,646,750
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	<b>1,646,750</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.)
<b>1a</b>	<b>SEE ATTACHED</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>b</b>	<b>SEE ATTACHED</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b> 92,811		107,493	-14,682
<b>b</b> 212,123		293,980	-81,857
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>a</b>			-14,682
<b>b</b>			-81,857
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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	-96,539
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3	

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

**1** Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	116,471	1,975,692	0.058952
2007	116,410	2,378,427	0.048944
2006	138,789	2,232,381	0.062171
2005	126,226	2,193,810	0.057537
2004	95,526	2,203,277	0.043356

<b>2</b> Total of line 1, column (d)	2	0.270960
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.054192
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,823,649
<b>5</b> Multiply line 4 by line 3	5	98,827
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	399
<b>7</b> Add lines 5 and 6	7	99,226
<b>8</b> 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 on page 18	8	102,606

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

<b>1a</b>	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>b</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	<b>1</b>	<b>399</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	<b>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>	<b>399</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	<b>0</b>
<b>5</b>	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	<b>5</b>	<b>399</b>
<b>6</b>	Credits/Payments		
<b>a</b>	2009 estimated tax payments and 2008 overpayment credited to 2009	<b>6a</b>	<b>328</b>
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d	<b>7</b>	<b>328</b>
<b>8</b>	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	<b>71</b>
<b>10</b>	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be Credited to 2010 estimated tax Refunded	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		<b>X</b>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		<b>X</b>
<b>c</b> Did the foundation file Form 1120-POL for this year?		<b>X</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <b>\$</b> _____ (2) On foundation managers <b>\$</b> _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> _____		
<b>2</b> 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		<b>X</b>
<b>3</b> 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		<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<b>X</b>
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?	<b>N/A</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		<b>X</b>
<b>6</b> 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?	<b>X</b>	
<b>7</b> 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	<b>X</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <b>NY</b>		
<b>b</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	<b>X</b>	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		<b>X</b>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<b>X</b>

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		<b>X</b>
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		<b>X</b>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <b>N/A</b>	13	<b>X</b>	
14	The books are in care of ▶ <b>JPMORGAN SERVICES INC.</b> <b>PO BOX 6089</b> Located at ▶ <b>NEWARK, DE</b>	Telephone no ▶ <b>302-634-2931</b> ZIP+4 ▶ <b>19714-6089</b>		
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	▶ <b>15</b> ▶ <input type="checkbox"/>		

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

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

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



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

**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)**

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

**Total. Add lines 1 through 3** ▶

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	<b>1,665,666</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>185,754</b>
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	<b>0</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>1,851,420</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>1,851,420</b>
<b>4</b>	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	<b>27,771</b>
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	<b>1,823,649</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	<b>91,182</b>

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	<b>91,182</b>
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	<b>399</b>
<b>b</b>	Income tax for 2009 (This does not include the tax from Part VI )	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	<b>399</b>
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	<b>90,783</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	<b>90,783</b>
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	<b>90,783</b>

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	<b>102,606</b>
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	<b>102,606</b>
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	<b>399</b>
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	<b>102,207</b>

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				<b>90,783</b>
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			<b>14,393</b>	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2009.				
<b>a</b> From 2004				
<b>b</b> From 2005				
<b>c</b> From 2006				
<b>d</b> From 2007				
<b>e</b> From 2008				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>102,606</u>				
<b>a</b> Applied to 2008, but not more than line 2a			<b>14,393</b>	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
<b>d</b> Applied to 2009 distributable amount				<b>88,213</b>
<b>e</b> Remaining amount distributed out of corpus				
<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) )				
<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				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				<b>2,570</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005				
<b>b</b> Excess from 2006				
<b>c</b> Excess from 2007				
<b>d</b> Excess from 2008				
<b>e</b> Excess from 2009				

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
<b>2a</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 <b>2/3</b> 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 page 28 of the instructions.)**

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )  
**N/A**
- 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  
**N/A**
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d
- a** The name, address, and telephone number of the person to whom applications should be addressed  
**SARAH LILLEY 212-464-0761**  
**270 PARK AVENUE FL 27 NEW YORK NY 10154**
- b** The form in which applications should be submitted and information and materials they should include.  
**NO FORMAL APPLICATIONS. RECIPIENTS S/B QUALIFIED ORG'S**
- c** Any submission deadlines  
**NONE. FUNDS DISTRIBUTED THROUGHOUT TAX YEAR.**
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
**NO RESTRICTIONS. HOWEVER, RECIPIENTS CHOSEN BY TRUSTEES.**

**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 <b>NEW YORK CITY BALLET</b> 70 LINCOLN CENTER PLAZA NEW YORK NY 10023	NONE	PUBLIC	GENERAL	15,000
<b>THE METROPOLITAN OPERA</b> 30 LINCOLN CENTER NEW YORK NY 10023	NONE	PUBLIC	GENERAL	15,000
<b>OLD WESTBURY GARDENS, INC</b> PO BOX 430 OLD WESTBURY NY 11568	NONE	PUBLIC	GENERAL	5,000
<b>SISTERS SERVANTS OF MARY</b> 3305 COUNTRY CLUB ROAD BRONX NY 10465	NONE	PUBLIC	GENERAL	15,000
<b>BOYS &amp; GIRLS CLUB</b> 350 SOUTH SIXTH AVENUE MT. VERNON NY 10550	NONE	PUBLIC	GENERAL	15,000
<b>COLLEGE OF MT ST VINCENT</b> 6301 RIVERDALE AVENUE RIVERDALE NY 10471	NONE	PUBLIC	GENERAL	10,000
<b>AMERICAN RED CROSS</b> 520 WEST 49TH STREET NEW YORK NY 10019	NONE	PUBLIC	GENERAL	10,000
<b>INNER-CITY SCHOLARSHIP</b> 1011 FIRST AVENUE NEW YORK NY 10022	NONE	PUBLIC	GENERAL	10,000
<b>Total</b>			▶ 3a	<b>95,000</b>
b Approved for future payment N/A				
<b>Total</b>			▶ 3b	





**Federal Statements**

**Statement 1 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES WITHHELD	\$ 239	\$ 239	\$	\$
TOTAL	\$ 239	\$ 239	\$ 0	\$ 0

**Statement 2 - Form 990-PF, Part I, Line 23 - Other Expenses**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
NYAG FILING FEE	250			250
TOTAL	\$ 250	\$ 0	\$ 0	\$ 250

**Federal Statements****Statement 3 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
SEE ATTACHED	\$ 779,863	\$ 1,027,403	COST	\$ 1,258,445
TOTAL	<u>\$ 779,863</u>	<u>\$ 1,027,403</u>		<u>\$ 1,258,445</u>

**Statement 4 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
SEE ATTACHED	\$ 550,824	\$ 576,248	COST	\$ 609,361
TOTAL	<u>\$ 550,824</u>	<u>\$ 576,248</u>		<u>\$ 609,361</u>

**Statement 5 - Form 990-PF, Part III, Line 3 - Other Increases**

<u>Description</u>	<u>Amount</u>
NON DIV DISTRIBUTIONS	\$ 286
FEDERAL TAX REFUND	<u>3,181</u>
TOTAL	<u>\$ 3,467</u>

**Federal Statements**

**Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**

Description

NO FORMAL APPLICATIONS. RECIPIENTS S/B QUALIFIED ORG'S

**Form 990-PF, Part XV, Line 2c - Submission Deadlines**

Description

NONE. FUNDS DISTRIBUTED THROUGHOUT TAX YEAR.

**Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**

Description

NO RESTRICTIONS. HOWEVER, RECIPIENTS CHOSEN BY TRUSTEES.

**Federal Statements****Taxable Interest on Investments**

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>
CORP INT	\$ 463		14	
TOTAL	\$ 463			

**Taxable Dividends from Securities**

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>
USGI AS NON QUAL DIVS	\$ 4,475		14	
FOR DIVS	1,440		14	
DOM DIVS	14,487		14	
NON QUAL FOR DIVS	841		14	
NON QUAL DOM DIVS	35,366		14	
TOTAL	\$ 56,609			

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J P MORGAN CHASE BANK, N A  
 STATEMENT OF CAPITAL GAINS AND LOSSES  
 THE ROBERT GOELET FDTN

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TRUST YEAR ENDING 01/31/2010

TAX PREPARER DV3  
 TRUST ADMINISTRATOR SS1  
 INVESTMENT OFFICER CW6

LEGEND F - FEDERAL S - STATE I - INHERITED  
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
75 0000 ABBOTT LABS - 002824100 - MINOR = 31001						
SOLD		08/19/2009	3378 07			
ACQ	75 0000	02/29/2008	3378 07	4039.47	-661 40	LT15
150 0000 COCA COLA CO - 191216100 - MINOR = 31001						
SOLD		02/06/2009	6506 95			
ACQ	150 0000	10/09/2003	6506.95	6657 72	-150 77	LT15
225 0000 D R HORTON INC - 23331A109 - MINOR = 31000						
SOLD		08/19/2009	2704 42			
ACQ	225 0000	02/06/2009	2704 42	2109 33	595 09	ST
250 0000 DEVON ENERGY CORP - 25179M103 - MINOR = 31000						
SOLD		03/12/2009	10628 88			
ACQ	250 0000	11/13/2006	10628 88	17565 70	-6936 82	LT15
2186 4850 DODGE & INTERNATIONAL STOCK FUND - 256206103 - MINOR = 08010						
SOLD		02/06/2009	44298 19			
ACQ	2186 4850	08/29/2007	44298 19	101846 49	-57548 30	LT15
0000 EL PASO CORP COM - 28336L109 - MINOR = 31000						
SOLD		04/13/2009	35 43			
ACQ	0000		35 43	0 00	35 43	LT15
**CHANGED** 05/11/09 AW4						
50 0000 EXELON CORP - 30161N101 - MINOR = 31000						
SOLD		10/20/2009	2511 67			
ACQ	50 0000	02/06/2009	2511 67	2904 50	-392 83	ST
0000 FEDERAL HOME LN MTG CORP - 313400301 - MINOR = 31001						
SOLD		09/11/2009	45 92			
ACQ	0000		45 92	0 00	45 92	LT15
**CHANGED** 12/22/09 AW4						
375 0000 GENERAL ELEC CO - 369604103 - MINOR = 31001						
SOLD		08/19/2009	5084 90			
ACQ	375 0000	05/07/1987	5084 90	1681 09	3403 81	LT15
25 0000 INTERNATIONAL BUSINESS MACHS CORP - 459200101 - MINOR = 31001						
SOLD		10/20/2009	3043 02			
ACQ	25 0000	12/27/2002	3043 02	1933 82	1109 20	LT15
500 0000 ISHARES RUSSELL MIDCAP INDEX FUND - 464287499 - MINOR = 08020						
SOLD		05/04/2009	32175 81			
ACQ	500 0000	10/01/2008	32175 81	40807 00	-8631 19	ST
650 0000 ISHARES RUSSELL 2000 INDEX FUND - 464287655 - MINOR = 08020						
SOLD		05/04/2009	32473 29			
ACQ	650 0000	08/31/2007	32473 29	51517 75	-19044 46	LT15
400 0000 ISHARES MSCI ASIAN EX JAPAN - 464288182 - MINOR = 62						
SOLD		02/06/2009	13198 20			
ACQ	400 0000	12/16/2008	13198 20	13416 00	-217 80	ST
600 0000 ISHARES MSCI ASIAN EX JAPAN - 464288182 - MINOR = 62						
SOLD		02/09/2009	19484 17			
ACQ	600 0000	12/16/2008	19484 17	20124 00	-639 83	ST
4456 3280 JPMORGAN CORE BOND FUND - 4812C0381 - MINOR = 08030						
SOLD		10/20/2009	50000 00			
ACQ	11 3080	12/12/2002	126 88	127 20	-0 32	LT15
ACQ	4445 0200	02/29/2008	49873 12	49028 57	844 55	LT15
100 0000 LAM RESEARCH CORP - 512807108 - MINOR = 31001						
SOLD		08/19/2009	2929 77			
ACQ	100 0000	02/06/2009	2929 77	2147 99	781 78	ST
400 0000 MARATHON OIL CORP - 565849106 - MINOR = 31001						
SOLD		02/06/2009	10788 09			
ACQ	400 0000	10/03/2005	10788 09	13768.00	-2979 91	LT15
100.0000 METLIFE INC - 59156R108 - MINOR = 31000						
SOLD		03/12/2009	1526 98			
ACQ	100 0000	02/06/2009	1526 98	3048 00	-1521.02	ST
600 0000 MICROSOFT CORP - 594918104 - MINOR = 31001						
SOLD		02/06/2009	11879 93			
ACQ	600 0000	12/27/2002	11879 93	16042 86	-4162 93	LT15
125 0000 PRAXAIR INC - 74005P104 - MINOR = 31000						
SOLD		02/06/2009	8631 20			
ACQ	125 0000	12/27/2002	8631 20	3628 75	5002 45	LT15
150 0000 PROCTER & GAMBLE CO - 742718109 - MINOR = 31001						
SOLD		02/06/2009	8135 95			
ACQ	150 0000	12/27/2002	8135 95	6555 32	1580 63	LT15
200 0000 S & P 500 DEP RCPTS - 78462F103 - MINOR = 31000						
SOLD		05/07/2009	18279 55			
ACQ	200 0000	10/01/2008	18279 55	22936 00	-4656 45	ST
0000 TYCO INTL LTD NEW - 902124106 - MINOR = 31001						
SOLD		03/16/2009	2326 80			
ACQ	0000		2326 80	0 00	2326 80	LT15
**CHANGED** 05/11/09 AW4						
300 0000 UNITED TECHNOLOGIES CORP - 913017109 - MINOR = 31001						
SOLD		02/06/2009	14753.03			
ACQ	300 0000	11/13/2006	14753 03	19586 88	-4833 85	LT15
.0000 ENRON CLASS ACTION PROCEEDS - 999927973 - MINOR = 31000						
SOLD		03/04/2009	113 64			
ACQ		11/11/1960	113.64		113.64	LT15
**CHANGED** 05/11/09 AW4						
TOTALS			304933 86	401472 44		

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J P MORGAN CHASE BANK, N A  
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TRUST YEAR ENDING 01/31/2010

TAX PREPARER DV3  
 TRUST ADMINISTRATOR SS1  
 INVESTMENT OFFICER CW6

LEGEND F - FEDERAL S - STATE I - INHERITED  
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
----------------------	--------	------	-------------	------------	-----------	------

SUMMARY OF CAPITAL GAINS/LOSSES

	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
FEDERAL						
SUBTOTAL FROM ABOVE	-14682 25	0 00	-81856 33	0 00	0.00	0 00*
COMMON TRUST FUND	0.00	0.00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	0 00			0 00
	-14682.25	0 00	-81856 33	0 00	0 00	0 00
STATE						
SUBTOTAL FROM ABOVE	-14682 25	0 00	-81856 33	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	0 00			0 00
	-14682 25	0 00	-81856 33	0 00	0 00	0 00

\* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

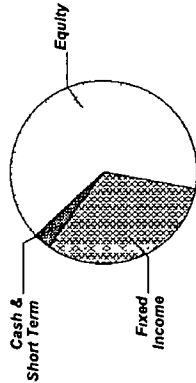
FEDERAL	0 00	0 00
NEW YORK	N/A	N/A

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	1,306,932.11	1,258,444.62	(48,487.49)	19,198.79	66%
Cash & Short Term	63,460.35	46,511.92	(16,948.43)	46.51	2%
Fixed Income	603,064.71	609,360.58	6,295.87	36,557.42	32%
<b>Market Value</b>	<b>\$1,973,457.17</b>	<b>\$1,914,317.12</b>	<b>(\$59,140.05)</b>		<b>100%</b>

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	20,542.04	(3,412.70)	(23,954.74)
Accruals	3,298.50	3,091.17	(207.33)
<b>Market Value</b>	<b>\$23,840.54</b>	<b>(\$321.53)</b>	<b>(\$24,162.07)</b>

INCOME

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	1,973,457.17	1,657,620.04
Additions		3,181.00
Withdrawals & Fees	(16,948.43)	(37,538.22)
<b>Net Additions/Withdrawals</b>	<b>(\$16,948.43)</b>	<b>(\$37,538.22)</b>
Income	3,677.09	57,123.17
Change In Investment Value	(42,191.62)	294,235.30
<b>Ending Market Value</b>	<b>\$1,914,317.12</b>	<b>\$1,914,317.12</b>
Accruals	3,091.17	3,091.17
<b>Market Value with Accruals</b>	<b>(\$321.53)</b>	<b>(\$321.53)</b>

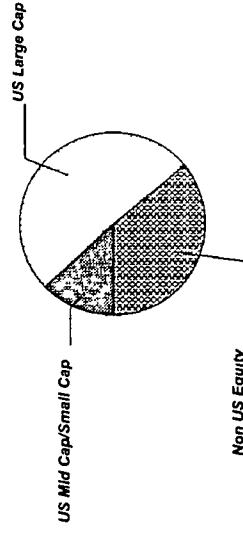
PRINCIPAL

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	1,973,457.17	1,657,620.04
Additions		3,181.00
Withdrawals & Fees	(16,948.43)	(37,538.22)
<b>Net Additions/Withdrawals</b>	<b>(\$16,948.43)</b>	<b>(\$37,538.22)</b>
Income	3,677.09	57,123.17
Change In Investment Value	(42,191.62)	294,235.30
<b>Ending Market Value</b>	<b>\$1,914,317.12</b>	<b>\$1,914,317.12</b>
Accruals	3,091.17	3,091.17
<b>Market Value with Accruals</b>	<b>(\$321.53)</b>	<b>(\$321.53)</b>

## Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap	655,453.72	632,839.18	(22,614.54)	33%
US Mid Cap/Small Cap	174,112.57	168,656.72	(5,455.85)	9%
Non US Equity	477,365.82	456,948.72	(20,417.10)	24%
<b>Total Value</b>	<b>\$1,306,932.11</b>	<b>\$1,258,444.62</b>	<b>(\$48,487.49)</b>	<b>66%</b>

### Asset Categories



Market Value/Cost	Current Period Value
Market Value	1,258,444.62
Tax Cost	1,027,403.18
Unrealized Gain/Loss	231,041.44
Estimated Annual Income	19,198.79
Accrued Dividends	785.50
Yield	1.53%

THE ROBERT GOELET FDTN ACCT.  
For the Period 1/1/10 to 1/31/10

Equity Detail

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
<b>US Large Cap</b>							
<b>ABBOTT LABORATORIES</b>							
002824-10-0 ABT	225,000	52.94	11,911.50	12,118.41	(206.91)	360.00 90.00	3.02%
<b>AFLAC INC</b>							
001055-10-2 AFL	50,000	48.43	2,421.50	2,288.00	133.50	56.00	2.31%
<b>ALTRIA GROUP INC</b>							
02209S-10-3 MO	525,000	19.86	10,426.50	4,987.22	5,439.28	714.00	6.85%
<b>APACHE CORP</b>							
037411-10-5 APA	50,000	98.77	4,938.50	3,887.00	1,051.50	30.00 7.50	0.61%
<b>BANK OF NEW YORK MELLON CORP</b>							
064058-10-0 BK	175,000	29.09	5,090.75	5,024.25	66.50	63.00 15.75	1.24%
<b>BB &amp; T CORP</b>							
054937-10-7 BBT	125,000	27.87	3,483.75	3,433.75	50.00	75.00 18.75	2.15%
<b>CELGENE CORPORATION</b>							
151020-10-4 CELG	100,000	56.78	5,678.00	5,385.89	292.11		
<b>CISCO SYSTEMS INC</b>							
17275R-10-2 CSCO	150,000	22.47	3,370.50	3,650.28	(279.78)		
<b>COCA COLA CO</b>							
191216-10-0 KO	300,000	54.25	16,275.00	13,315.44	2,959.56	492.00	3.02%
<b>CVS/CAREMARK CORPORATION</b>							
126650-10-0 CVS	675,000	32.37	21,849.75	8,304.02	13,545.73	236.25 59.06	1.08%
<b>DEERE &amp; CO</b>							
244199-10-5 DE	125,000	49.95	6,243.75	5,784.98	458.77	140.00 35.00	2.24%

**THE ROBERT GOELET FDTN ACCT.**  
For the Period 1/1/10 to 1/31/10

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Yield
						Accrued Dividends	
<b>US Large Cap</b>							
DEVON ENERGY CORP 25179M-10-3 DVN	50,000	66.91	3,345.50	3,161.50	184.00	32.00	0.96%
DF DENT PREMIER GROWTH FUND 349903-41-9 DFDX X	5,307,856	12.82	68,046.71	50,000.00	18,046.71		
EDGEWOOD GROWTH FUND 0075W0-75-9 EGFI X	3,914,989	9.43	36,918.35	35,000.00	1,918.35		
EDISON INTERNATIONAL 281020-10-7 EIX	50,000	33.32	1,666.00	1,665.50	0.50	63.00 15.75	3.78%
EL PASO CORP 28336L-10-9 EP	1,600,000	10.15	16,240.00	12,352.00	3,888.00	64.00	0.39%
EOG RESOURCES INC 26875P-10-1 EOG	50,000	90.42	4,521.00	3,716.81	804.19	29.00	0.64%
EXXON MOBIL CORP 30231G-10-2 XOM	450,000	64.43	28,993.50	9,647.06	19,346.44	756.00	2.61%
GENERAL ELECTRIC CO 369604-10-3 GE	400,000	16.08	6,432.00	1,793.17	4,638.83	160.00	2.49%
GENERAL MILLS INC 370334-10-4 GIS	50,000	71.31	3,565.50	2,936.00	629.50	98.00 24.50	2.75%
GILEAD SCIENCES INC 375558-10-3 GILD	350,000	48.27	16,894.50	15,778.68	1,115.82		
GOLDMAN SACHS GROUP INC 38141G-10-4 GS	25,000	148.72	3,718.00	2,381.50	1,336.50	35.00	0.94%
GOOGLE INC CL A 38259P-50-8 GOOG	15,000	529.94	7,949.16	4,546.20	3,402.96		

THE ROBERT GOELET FDTN ACCT.  
For the Period 1/1/10 to 1/31/10

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Yield
						Accrued Dividends	
<b>US Large Cap</b>							
HEWLETT-PACKARD CO 428236-10-3 HPQ	600 000	47.07	28,242.00	14,784.00	13,458.00	192.00	0.68%
INTERNATIONAL GAME TECHNOLOGY 459902-10-2 IGT	125.000	18.34	2,292.50	2,421.11	(128.61)	30.00	1.31%
INTERNATIONAL BUSINESS MACHINES CORP 459200-10-1 IBM	300 000	122.39	36,717.00	23,205.90	13,511.10	660.00	1.80%
JOHNSON & JOHNSON 478160-10-4 JNJ	450 000	62.86	28,287.00	24,073.96	4,213.04	882.00	3.12%
MC DONALDS CORP 580135-10-1 MCD	400.000	62.43	24,972.00	6,252.00	18,720.00	880.00	3.52%
MICROSOFT CORP 594918-10-4 MSFT	250 000	28.18	7,045.00	6,684.52	360.48	130.00	1.85%
MONSANTO CO 61166W-10-1 MON	75 000	75.88	5,691.00	4,872.00	819.00	79.50	1.40%
NORFOLK SOUTHERN CORP 655844-10-8 NSC	250 000	47.06	11,765.00	10,260.00	1,505.00	340.00	2.89%
ORACLE CORP 68389X-10-5 ORCL	175 000	23.06	4,035.50	3,866.64	168.86	35.00 8.75	0.87%
PARKER-HANNIFIN CORP 701094-10-4 PH	75 000	55.91	4,193.25	3,634.88	558.37	75.00	1.79%
PAYCHEX INC 704326-10-7 PAYX	75 000	28.99	2,174.25	2,091.00	83.25	93.00 23.25	4.28%
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	375.000	45.51	17,066.25	8,183.93	8,882.32	870.00	5.10%

THE ROBERT GOELET FDTN ACCT  
For the Period 1/1/10 to 1/31/10

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
<b>US Large Cap</b>							
PRAXAIR INC 74005P-10-4 PX	175,000	75.32	13,181.00	5,080.25	8,100.75	315.00	2.39%
PROCTER & GAMBLE CO 742718-10-9 PG	550,000	61.55	33,852.50	24,036.18	9,816.32	968.00 242.00	2.86%
PRUDENTIAL FINANCIAL INC 744320-10-2 PRU	50,000	49.99	2,499.50	2,319.06	180.44	35.00	1.40%
QUALCOMM INC 747525-10-3 QCOM	175,000	39.19	6,858.25	7,790.61	(932.36)	119.00	1.74%
RAYTHEON CO 755111-50-7 RTN	325,000	52.43	17,039.75	8,662.75	8,377.00	403.00	2.37%
SCHLUMBERGER LTD 806857-10-8 SLB	100,000	63.46	6,346.00	4,469.00	1,877.00	84.00	1.32%
SOUTHERN CO 842587-10-7 SO	125,000	32.00	4,000.00	4,143.61	(143.61)	218.75 54.69	5.47%
THIRD AVENUE VALUE FUND 884116-10-4 TAVF X	1,157,025	43.41	50,226.46	70,000.00	(19,773.54)	1,319.00	2.63%
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	75,000	67.48	5,061.00	4,898.25	162.75	115.50	2.28%
URBAN OUTFITTERS INC 917047-10-2 URBN	125,000	31.57	3,946.25	2,251.24	1,695.01		
YUM BRANDS INC 988498-10-1 YUM	800,000	34.21	27,368.00	13,228.00	14,140.00	672.00 168.00	2.46%
<b>Total US Large Cap</b>			<b>\$632,839.18</b>	<b>\$468,366.55</b>	<b>\$164,472.63</b>	<b>\$11,919.00</b> <b>\$763.00</b>	<b>1.88%</b>

THE ROBERT GOELET FDTN ACCT. I  
For the Period 1/1/10 to 1/31/10

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Yield
						Accrued Dividends	
<b>US Mid Cap/Small Cap</b>							
AMERICAN CENTURY EQUITY INCOME FUND (FUND 123) 025076-10-0 TWEI X	16,071.429	6.38	102,535.72	90,000.00	12,535.72	2,844.64	2.77%
ISHARES RUSSELL 2000 INDEX FUND 464287-65-5 IWM	1,100.000	60.11	66,121.00	62,060.24	4,060.76	1,114.30	1.69%
<b>Total US Mid Cap/Small Cap</b>			<b>\$168,656.72</b>	<b>\$152,060.24</b>	<b>\$16,596.48</b>	<b>\$3,958.94</b>	<b>2.35%</b>
<b>Non US Equity</b>							
ACE LTD NEW H0023R-10-5 ACE	50.000	49.27	2,463.50	2,186.00	277.50	62.00	2.52%
ARTISAN INTL VALUE FUND - INV 04314H-88-1 ARTK X	2,099.958	22.76	47,795.04	50,000.00	(2,204.96)	890.38	1.86%
COVIDIEN PLC G2554F-10-5 COV	125.000	50.56	6,320.00	5,015.00	1,305.00	90.00 22.50	1.42%
IVY GLOBAL NATURAL RESOURCE-I 465899-50-8 IGNI X	1,590.668	17.49	27,820.78	30,000.00	(2,179.22)	69.98	0.25%
JPMORGAN CHINA REGION FUND SELECT 3810 4812A3-52-8 JCHS X	1,304.348	16.30	21,260.87	18,000.00	3,260.87	125.21	0.59%
MANNING & NAPIER FUND INC WORLD OPPORTUNITIES SERIES FUND 563821-54-5 EXWA X	8,896.797	7.91	70,373.66	50,000.00	20,373.66	524.91	0.75%
MATTHEWS PACIFIC TIGER FUND -CL I 577130-10-7 MAPT X	7,135.413	17.92	127,866.60	115,204.41	12,662.19	1,041.77	0.81%

**THE ROBERT GOELET FDTN ACCT.**  
For the Period 1/1/10 to 1/31/10

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Yield
						Accrued Dividends	
<b>Non US Equity</b>							
NOBLE CORPORATION H5833N-10-3 NE	75.000	40.32	3,024.00	2,584.50	439.50		
NUVEEN NWQ VALUE OPPORTUNITIES FUND 67064Y-63-6 NVOR X	2,717.860	29.01	78,845.12	63,000.00	15,845.12	309.83	0.39%
SPDR GOLD TRUST 78463V-10-7 GLD	300.000	105.96	31,788.00	25,986.48	5,801.52		
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 77956H-50-0 PRAS X	2,584.721	15.24	39,391.15	45,000.00	(5,608.85)	206.77	0.52%
<b>Total Non US Equity</b>			<b>\$456,948.72</b>	<b>\$406,976.39</b>	<b>\$49,972.33</b>	<b>\$3,320.85</b> <b>\$22.50</b>	<b>0.73%</b>

**Cash & Short Term Summary**

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	63,460.35	46,511.92	(16,948.43)	2%

**Asset Categories**



Market Value/Cost	Current Period Value
Market Value	46,511.92
Tax Cost	46,511.92
Estimated Annual Income	46.51
Accrued Interest	5.98
Yield	0.10%

Note <sup>1</sup> This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account.

**Cash & Short Term Detail**

	Quantity	Price	Market Value	Tax Cost		Unrealized Gain/Loss	Estimated Annual Income		Yield
				Adjusted	Original		Accrued Interest		
Cash									
US DOLLAR PRINCIPAL	46,511.92	1.00	46,511.92	46,511.92			46.51	5.98	0.10 % <sup>1</sup>

**Fixed Income Summary**

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Fixed Income - Taxable	603,064.71	609,360.58	6,295.87	32%

**Asset Categories**



Market Value/Cost	Current Period Value
Market Value	609,360.58
Tax Cost	576,248.36
Unrealized Gain/Loss	33,112.21
Estimated Annual Income	36,557.42
Accrued Interest	2,299.69
Yield	6.00%

**Fixed Income Summary** CONTINUED

**SUMMARY BY MATURITY**

Fixed Income	Market Value	% of Bond Portfolio
Less than 5 years <sup>1</sup>	609,360.58	100%

**SUMMARY BY TYPE**

Fixed Income	Market Value	% of Bond Portfolio
Mutual Funds	609,360.58	100%

<sup>1</sup>The years indicate the number of years until the bond is scheduled to mature based on the statement end date. Some bonds may be called, or paid in full, before their stated maturity.

**Fixed Income Detail**

	Quantity	Price	Market Value	Tax Cost		Unrealized Gain/Loss	Estimated Annual Income		Yield
				Adjusted Original	Original		Accrued Interest	Annual Income	
<b>US Fixed Income - Taxable</b>									
JPMORGAN CORE BOND FUND SELECT SHARE CLASS FUND 3720 30-Day Annualized Yield 4.00% 4812C0-38-1	40,184.414	11.22	450,869.13	426,668.36		24,200.77	23,065.85	1,607.38	5.12%
JPMORGAN HIGH YIELD BOND FUND SELECT CLASS FUND 3580 30-Day Annualized Yield 7.06% 4812C0-80-3	13,574.640	7.79	105,746.45	100,000.00		5,746.44	11,470.57	692.31	10.85%
ISHARES BARCLAYS TIPS BOND FUND 464287-17-5	500.000	105.49	52,745.00	49,580.00		3,165.00	2,021.00		3.83%
<b>Total US Fixed Income - Taxable</b>			<b>\$609,360.58</b>	<b>\$576,248.36</b>		<b>\$33,112.21</b>	<b>\$36,557.42</b>	<b>\$2,299.69</b>	<b>6.00%</b>