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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

04/01, 2009, and ending

03/31, 2010

G Check all that apply:

- Initial return  
 Amended return  
 Initial return of a former public charity  
 Address change  
 Name change  
 Final return

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>THE ASHTON FOUNDATION</b>		A Employer identification number <b>23-7061214</b>
	Number and street (or P O box number if mail is not delivered to street address) <b>191 CLAPBOARD RIDGE ROAD</b>	Room/suite	B Telephone number (see page 10 of the instructions) <b>(203) 869-0123</b>
	City or town, state, and ZIP code <b>GREENWICH, CT 06831-3305</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"/> 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"/>
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>\$ 286,489.</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments	25	25	25	ATCH 1
	4 Dividends and interest from securities	2,181	2,181	2,181	ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	22,999			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		22,999		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and 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	25,205	25,205	2,206		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	3,010	1,505	1,505	1,505
	c Other professional fees (attach schedule) *	2,518	1,259	1,259	1,259
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	115	15	15	100
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	12	6	6	6
	24 Total operating and administrative expenses. Add lines 13 through 23	5,655	2,785	2,785	2,870
25 Contributions, gifts, grants paid	48,650			48,650	
26 Total expenses and disbursements. Add lines 24 and 25	54,305	2,785	2,785	51,520	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-29,100				
b Net investment income (if negative, enter -0-)		22,420			
c Adjusted net income (if negative, enter -0-)			-0-		

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	30,953.	73,503.	73,503.
	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 (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) <b>ATCH 7</b>	223,657.	152,007.	212,986.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans . . . . .				
13 Investments - other (attach schedule) . . . . .				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	254,610.	225,510.	286,489.	
Liabilities	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22) . . . . .				
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 and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .	192,477.	192,477.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .	62,133.	33,033.	
30 Total net assets or fund balances (see page 17 of the instructions) . . . . .	254,610.	225,510.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	254,610.	225,510.		

**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	254,610.
2 Enter amount from Part I, line 27a . . . . .	2	-29,100.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3 . . . . .	4	225,510.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	225,510.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) 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				
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	22,999.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. . . . .			{ }	3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . .  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	56,695.	342,517.	0.165525
2007	58,502.	482,428.	0.121266
2006	47,060.	489,775.	0.096085
2005	55,670.	510,000.	0.109157
2004	57,073.	546,003.	0.104529
2 Total of line 1, column (d) . . . . .			2 0.596562
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .			3 0.119312
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .			4 270,361.
5 Multiply line 4 by line 3 . . . . .			5 32,257.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			6 224.
7 Add lines 5 and 6 . . . . .			7 32,481.
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 on page 18.			8 51,520.

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

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments (6a-6d), total credits, penalty, tax due, overpayment, and amount credited to 2010 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Columns include question number, Yes, and No. Questions cover political campaign participation, political purposes spending, political file filing, reimbursement, IRS reporting, unrelated business income, liquidation, 508(e) requirements, assets, state reporting, private operating foundation status, and substantial contributors.

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 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of HARRIS J. ASHTON Telephone no. 203-869-0123
Located at 191 CLAPBOARD RIDGE ROAD GREENWICH, CT ZIP + 4 06831-3305
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15

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.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . Yes No X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . . 1b N/A
Organizations relying on a current notice regarding disaster assistance check here . . . . .
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? . . . . . 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? . . . . . Yes No X
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 page 20 of the instructions) . . . . . 2b N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes No X
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) . . . . . 3b N/A
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 propoganda, 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)? (see page 22 of the instructions)  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 page 22 of the instructions)?  **5b** *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? *N/A*  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d).
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No **6b** *X*  
If "Yes" to 6b, file Form 8870
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No
- b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No **7b** *N/A*

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 8		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over \$50,000  NONE

**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 . . . . . **NONE**

**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
<b>1</b> SOCIETY OF THE FOUR ARTS 2 FOUR ARTS PLAZA PALM BEACH, FL 33480	16,400.
<b>2</b> YALE UNIVERSITY P.O. BOX 2038 NEW HAVEN, CT 06521-2038	11,000.
<b>3</b> COLUMBIA LAW SCHOOL 412 RIVERSIDE DRIVE, MAIL CODE 7724 NEW YORK, NY 10115	2,500.
<b>4</b> NEW YORK PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023-6970	2,100.

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

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

	Amount
<b>1</b> NONE ----- -----	
<b>2</b> ----- ----- -----	
All other program-related investments See page 24 of the instructions <b>3</b> NONE ----- -----	

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>	233,148.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	41,330.
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	0.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	274,478.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	274,478.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	4,117.
<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>	270,361.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	13,518.

**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>	13,518.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	224.
<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>	224.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	13,294.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	13,294.
<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>	13,294.

**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>	51,520.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0.
<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>	0.
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0.
<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>	51,520.
<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>	224.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	51,296.

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				13,294.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only				
b Total for prior years: 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	30,167.			
b From 2005	30,467.			
c From 2006	24,442.			
d From 2007	34,957.			
e From 2008	39,893.			
f Total of lines 3a through e	159,926.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 51,520.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				13,294.
e Remaining amount distributed out of corpus	38,226.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	198,152.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	30,167.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	167,985.			
10 Analysis of line 9:				
a Excess from 2005	30,467.			
b Excess from 2006	24,442.			
c Excess from 2007	34,957.			
d Excess from 2008	39,893.			
e Excess from 2009	38,226.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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)

Table with columns for Tax year (2009, 2008, 2007, 2006) and (e) Total. Rows include: 2a Adjusted net income, b 85% of line 2a, c Qualifying distributions, d Amounts included in line 2c not used directly for active conduct of exempt activities, e Qualifying distributions made directly for active conduct of exempt activities, 3 Complete 3a, b, or c for the alternative test relied upon, a 'Assets' alternative test, b 'Endowment' alternative test, c 'Support' alternative test.

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).)

HARRIS J. ASHTON

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 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: N/A

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

SEE STATEMENT 1

c Any submission deadlines:

SEE STATEMENT 1

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

SEE STATEMENT 1

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>  ATTACHMENT 9				
<b>Total. . . . .</b>				<b>▶ 3a</b> 48,650.
b <i>Approved for future payment</i>				
<b>Total. . . . .</b>				<b>▶ 3b</b>





**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

**2009**

Name of estate or trust

THE ASHTON FOUNDATION

Employer identification number

23-1061214

Note: Form 5227 filers need to complete only Parts I and II.

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-2,033.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	5	-2,033.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	25,032.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	25,032.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		-2,033.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
<b>a</b>	Total for year . . . . .	<b>14a</b>		25,032.
<b>b</b>	Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	<b>14b</b>		
<b>c</b>	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		22,999.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

<b>Part IV Capital Loss Limitation</b>		16
<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: <b>a</b> The loss on line 15, column (3) or <b>b</b> \$3,000 . . . . .	( )

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero

**Caution:** Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

**Form 990-T trusts.** Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>	
<b>18</b>	Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>	
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	<b>19</b>	
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>	
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . . . ▶	<b>21</b>	
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>	
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>	
<b>24</b>	Enter the smaller of the amount on line 17 or \$2,300 . . . . .	<b>24</b>	
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> <b>No.</b> Enter the amount from line 23. . . . .	<b>25</b>	
<b>26</b>	Subtract line 25 from line 24. . . . .	<b>26</b>	
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30; go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>	
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>	
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>	
<b>30</b>	Multiply line 29 by 15% (.15) . . . . .	<b>30</b>	
<b>31</b>	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>31</b>	
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>	
<b>33</b>	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>33</b>	
<b>34</b>	<b>Tax on all taxable income.</b> Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>	





**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
		RUANE, CUNNIFF & GOLDFARB - SHORT TERM PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
							-2,033.	
		RUANE, CUNNIFF & GOLDFARB - LONG-TERM PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
							25,032.	
TOTAL GAIN (LOSS) .....							<u>22,999.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
J P MORGAN CHECKING W/ INTEREST	7.	7.	7.
RUANE, CUNNIFF & CO	17.	17.	17.
J P MORGAN MONEY MKT W/ INTEREST	1.	1.	1.
TOTAL	<u>25.</u>	<u>25.</u>	<u>25.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
RUANE, CUNNIFF & CO., INC.	2,181.	2,181.	2,181.
TOTAL	<u>2,181.</u>	<u>2,181.</u>	<u>2,181.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PRICewaterHOUSECOOPERS LLP	3,010.	1,505.	1,505.	1,505.
TOTALS	<u>3,010.</u>	<u>1,505.</u>	<u>1,505.</u>	<u>1,505.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
RUANE, CUNNIFF - INVESTMENT ADVISORY FEES	2,518.	1,259.	1,259.	1,259.
TOTALS	<u>2,518.</u>	<u>1,259.</u>	<u>1,259.</u>	<u>1,259.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
NEW YORK STATE DEPT. OF LAW	100.			
FOREIGN TAXES WITHHELD	15.	15.	15.	100.
TOTALS	<u>115.</u>	<u>15.</u>	<u>15.</u>	<u>100.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CUSTODY FEE	12.	6.	6.	6.
TOTALS	<u>12.</u>	<u>6.</u>	<u>6.</u>	<u>6.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
481 SH BERKSHIRE HATHAWAY CL B	52,528.	18,563.	39,091.
1,976 SH QINETIQ GROUP PLC	0.	4,890.	4,016.
200 SH EXPEDITORS INTL OF WASH	2,212.	0.	0.
574 TJX COS	6,170.	5,235.	24,406.
276 SH MOHAWK INDUSTRIES	18,517.	12,417.	15,009.
329 SH WALGREEN	9,774.	9,774.	12,203.
126 SH BROWN & BROWN	1,892.	1,892.	2,258.
433 SH IDEXX LABORATORIES	9,913.	9,913.	24,919.
170 SH FORSCHE AG	15,525.	15,525.	10,392.
102 SH TARGET	6,609.	4,973.	5,365.
187 SH PACCAR	6,784.	0.	0.
161 ADVANCE AUTO PARTS	0.	6,335.	6,749.
40 SH BECTON DICKINSON & CO.	0.	2,701.	3,149.
34 SH PRAXAIR	0.	2,622.	2,822.
353 SH FASTENAL	13,684.	12,221.	16,940.
76 SH CATERPILLAR	2,698.	0.	0.
67 SH MARTIN MARIETTA	29,991.	8,699.	5,598.
51 SH VULCAN MATERIALS	4,583.	0.	0.
177 SH WHOLE FOOD MARKETS	6,580.	0.	0.
1,553 SH ROLLS-ROYCE GROUP	15,605.	15,605.	14,027.
98 SH PRECISION CASTPARTS	0.	7,050.	12,418.
524 SH BRAMBLES	4,071.	0.	0.
205 SH DE LA RUE PLC	5,341.	5,341.	2,881.
138 SH CUMMINS ENGINE	5,280.	0.	0.
209 SH RITCHIE BROS AUCTIONEER	3,469.	3,469.	4,500.
97 SH OMNICOM GROUP	2,431.	2,431.	3,765.
95 SH WR BERKLEY	0.	2,351.	2,478.
<b>TOTALS</b>	<b>223,657.</b>	<b>152,007.</b>	<b>212,986.</b>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
HARRIS J. ASHTON 191 CLAPBOARD RIDGE ROAD GREENWICH, CT 06831-3305	PRESIDENT & TREASURER <i>PART-TIME</i>	0.	0.	0.
ANGELA M. ASHTON 191 CLAPBOARD RIDGE ROAD GREENWICH, CT 06831-3305	VICE PRESIDENT <i>PART-TIME</i>	0.	0.	0.
KELLY E. ASHTON 191 CLAPBOARD RIDGE ROAD GREENWICH, CT 06831-3305	SECRETARY <i>PART-TIME</i>	0.	0.	0.
GRAND TOTALS		0.	0.	0.

FORM 990E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE PRESERVATION SOCIETY OF NEWPORT COUNTY 424 BELLEVUE AVENUE NEWPORT, RI 02840	N/A 501(C) (3)	GENERAL PURPOSE GRANT	250.
YALE UNIVERSITY P.O. BOX 2038 NEW HAVEN, CT 06521-2038	N/A 501(C) (3)	GENERAL PURPOSE GRANT	11,000.
ST. ANN'S SCHOOL P.O. BOX 83 PEAPACK, NJ 07977	N/A 501(C) (3)	GENERAL PURPOSE GRANT	100.
COLUMBIA LAW SCHOOL 475 RIVERSIDE DRIVE, MAIL CODE 7724 NEW YORK, NY 10115	N/A 501(C) (3)	GENERAL PURPOSE GRANT	2,500.
NOBLE HORIZONS EMPLOYEE SCHOLARSHIP FUND 17 COBBLE ROAD SALISBURY, CT 06068	N/A 501(C) (3)	GENERAL PURPOSE GRANT	500.
IRISH GEORGIAN SOCIETY 115 EAST 89TH STREET, SUITE 3B NEW YORK, NY 10128-1527	N/A 501(C) (3)	GENERAL PURPOSE GRANT	550.

FORM 990FP, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GREENWICH EMS 111EAST PUTNAM AVENUE RIVERSIDE, CT 06878	N/A 501(C)(3)	GENERAL PURPOSE GRANT	100.
LOUCKS GAMES WHITE PLAINS, NY	N/A 501(C)(3)	GENERAL PURPOSE GRANT	100.
UNIVERSITY OF PITTSBURGH 200 SOUTH CRAIG STREET PITTSBURGH, PA 15260	N/A 501(C)(3)	GENERAL PURPOSE GRANT	500
GARDEN EDUCATION CENTER 130 BIBLE STREET, P.O. BOX 1600 COS COB, CT 06807	N/A 501(C)(3)	GENERAL PURPOSE GRANT	50.
PRESERVATION FOUNDATION OF PALM BEACH 311 PERUVIAN AVENUE PALM BEACH, FL 33480	N/A 501(C)(3)	GENERAL PURPOSE GRANT	1,000.
HISTORICAL SOCIETY OF THE TOWN OF GREENWICH 39 STRICKLANE ROAD COS COB, CT 06807	N/A 501(C)(3)	GENERAL PURPOSE GRANT	1,400.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOCIETY OF THE FOUR ARTS 2 FOUR ARTS PLAZA PALM BEACH, FL 33480	N/A 501(C)(3)	GENERAL PURPOSE GRANT	16,400.
ROUND HILL ASSOCIATION P.O. BOX 11003 GREENWICH, CT 06831	N/A 501(C)(3)	GENERAL PURPOSE GRANT	100.
PALM BEACH CIVIC ASSOCIATION 139 NORTH COUNTY ROAD, SUITE 33 PALM BEACH, FL 33480	N/A 501(C)(3)	GENERAL PURPOSE GRANT	100.
MORY'S FOUNDATION 306 YORK STREET NEW HAVEN, CT 06511	N/A 501(C)(3)	GENERAL PURPOSE GRANT	500.
WOMEN'S HEALTH RESEARCH AT YALE PO BOX 208091 NEW HAVEN, CT 06520-0891	N/A 501(C)(3)	GENERAL PURPOSE GRANT	150.
VISITING NURSE ASSOCIATION HOSPICE 1110 35TH LANE VERO BEACH, FL 32960	N/A 501(C)(3)	GENERAL PURPOSE GRANT	200.

FORM 990E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GREENWICH COUNCIL - BOY SCOUTS OF AMERICA 63 MASON STREET GREENWICH, CT 06830	N/A 501(C)(3)	GENERAL PURPOSE GRANT	800.
FOUNTAIN HOUSE 425 WEST 47TH STREET NEW YORK, NY 10036-2304	N/A 501(C)(3)	GENERAL PURPOSE GRANT	200.
NEW YORK PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023-6970	N/A 501(C)(3)	GENERAL PURPOSE GRANT	2,100.
PATHWAYS 175 MILBANK AVENUE GREENWICH, CT 06830	N/A 501(C)(3)	GENERAL PURPOSE GRANT	250.
USO DEPARTMENT WS, PO BOX 96860 WASHINGTON, DC 20090-6860	N/A 501(C)(3)	GENERAL PURPOSE GRANT	100.
THE GLAUCOMA SERVICE FDN TO PREVENT BLINDNESS 840 WALNUT STREET, SUITE 1130 PHILADELPHIA, PA 19107-5598	N/A 501(C)(3)	GENERAL PURPOSE GRANT	300.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GREENWICH ADULT DAY CARE, INC 125 RIVER ROAD EXTENSION COS COB, CT 06807	N/A 501(C)(3)	GENERAL PURPOSE GRANT	100.
THE ACTING COMPANY P.O. BOX 898 NEW YORK, NY 10108-0898	N/A 501(C)(3)	GENERAL PURPOSE GRANT	250.
ROUND HILL COMMUNITY HOUSE 397 ROUND HILL ROAD GREENWICH, CT	N/A 501(C)(3)	GENERAL PURPOSE GRANT	50.
PEGGY ADAMS ANIMAL RESCUE LEAGUE 3200 NORTH MILITARY TRAIL WEST PALM BEACH, FL 33409	N/A 501(C)(3)	GENERAL PURPOSE GRANT	250
PALM BEACH THEATRE GUILD P.O. BOX 667 PALM BEACH, FL 33480	N/A 501(C)(3)	GENERAL PURPOSE GRANT	600.
ST. JUDE'S CHILDREN'S HOSPITAL P.O. BOX 50 MEMPHIS, TN 38101	N/A 501(C)(3)	GENERAL PURPOSE GRANT	500

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JUNIOR LEAGUE OF GREENWICH 231 EAST PUTNAM AVENUE GREENWICH, CT 06830	N/A 501(C)(3)	GENERAL PURPOSE GRANT	850.
TOWN OF PALM BEACH UNITED WAY 44 COCOANUT ROW, M201 PALM BEACH, FL 33460	N/A 501(C)(3)	GENERAL PURPOSE GRANT	2,000.
HELPS ASSOCIATION P.O. BOX 202047 NEW HAVEN, CT 06520-2047	N/A 501(C)(3)	GENERAL PURPOSE GRANT	150.
COMMUNITY PARTNERSHIP FOR THE HOMELESS 1550 NORTH MIAMI AVENUE MIAMI, FL 33136	N/A 501(C)(3)	GENERAL PURPOSE GRANT	300.
HOSPICE OF PALM BEACH COUNTY 5300 EAST AVENUE WEST PALM BEACH, FL 33407	N/A 501(C)(3)	GENERAL PURPOSE GRANT	200
REHABILITATION CENTER FOR CHILDREN & ADULTS 300 ROYAL PALM WAY PALM BEACH, FL	N/A 501(C)(3)	GENERAL PURPOSE GRANT	100.

FORM 990E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KRAVIS CENTER 701 OKEECHOBEE BOULEVARD WEST PALM BEACH, FL 33401	N/A 501(C) (3)	GENERAL PURPOSE GRANT	1,000.
FLAGLER MUSEUM ONE WHITEHALL WAY PALM BEACH, FL 33480	N/A 501(C) (3)	GENERAL PURPOSE GRANT	1,000
HELEN KELLER INTERNATIONAL 352 PARK AVENUE SOUTH, SUITE 1200 NEW YORK, NY 10010	N/A 501(C) (3)	GENERAL PURPOSE GRANT	50.
WHITE PLAINS HIGH SCHOOL ALUMNI ASSOCIATION WHITE PLAINS, NY	N/A 501(C) (3)	GENERAL PURPOSE GRANT	1,000.
YALE NEW HAVEN HOSPITAL NEW HAVEN, CT	N/A 501(C) (3)	GENERAL PURPOSE GRANT	1,000.
TOTAL CONTRIBUTIONS PAID			<u>48,650.</u>

FEDERAL FOOTNOTES

PART XV, LINE 2 SUPPLEMENTARY INFORMATION: THE BOARD OF DIRECTORS OF THE ASHTON FOUNDATION, INC., (191 CLAPBOARD RIDGE RD, GREENWICH, CT 06831-3305) GENERALLY DETERMINES WHO WILL RECEIVE CONTRIBUTIONS MADE BY THE TAXPAYER. HOWEVER, FROM TIME TO TIME, UNSOLICITED REQUESTS ARE RECEIVED BY THE FOUNDATION AND ARE CONSIDERED FOR CONTRIBUTION. THE ASHTON FOUNDATION, INC., HAS NO APPLICATION PROCEDURES AND THE FOUNDATION DOES NOT PROMULGATE ANY SUBMISSION DEADLINES OR RESTRICTIONS ON CONTRIBUTIONS.

Ruane, Cunniff & Goldfarb Inc.  
**REALIZED GAINS AND LOSSES**  
The Ashton Foundation Inc.  
c/o Harris J. Ashton  
RCG375533  
From 03-31-09 Through 03-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
10-09-08	04-14-09	12	Fastenal Co	451 99	431 38	-20 61	
10-08-08	04-14-09	9	Fastenal Co	336 94	323 53	-13 41	
01-08-07	04-14-09	5	Fastenal Co	177 46	179 74		2 28
01-08-07	04-15-09	14	Fastenal Co	496 88	490 10		-6 78
09-19-07	04-16-09	3	Martin Marietta Materials Inc	403 86	274 46		-129 40
09-21-07	04-16-09	7	Martin Marietta Materials Inc	938 45	640 40		-298 05
09-14-07	04-16-09	3	Martin Marietta Materials Inc	401 55	274 46		-127 09
05-23-08	04-17-09	41	Brambles Ltd	328 21	170 25	-157 96	
05-11-07	04-22-09	32	Whole Food Markets	1,316 69	609 06		-707 63
05-10-07	04-22-09	58	Whole Food Markets	2,366 79	1,103.93		-1,262 86
05-10-07	04-23-09	29	Whole Food Markets	1,183.39	553 69		-629.70
05-14-08	04-23-09	21	Whole Food Markets	620.34	400 94	-219 40	
11-08-06	04-24-09	5	Mohawk Industries	352 38	241 48		-110.90
07-17-02	04-24-09	50	Mohawk Industries	2,418 30	2,414 77		-3 53
07-16-02	04-24-09	37	Mohawk Industries	1,664.60	1,786 93		122 33
05-14-08	04-24-09	37	Whole Food Markets	1,092 98	710 90	-382 08	
05-23-08	04-24-09	28	Brambles Ltd	224.15	115 39	-108 76	
05-30-08	04-24-09	19	Brambles Ltd	148 97	78 30	-70 67	
07-16-02	04-28-09	10	Mohawk Industries	449 89	470 08		20 19
05-30-08	04-28-09	25	Brambles Ltd	196 01	100 59	-95 42	
07-16-02	04-29-09	13	Mohawk Industries	584.86	613 38		28.52
05-30-08	04-29-09	5	Brambles Ltd	39.20	20 75	-18.45	
06-06-08	04-29-09	27	Brambles Ltd	210.49	112 04	-98 45	
05-23-08	04-29-09	45	Brambles Ltd	350.76	186 74	-164.02	
06-02-08	04-29-09	9	Brambles Ltd	70.03	37 35	-32 68	
09-26-08	04-30-09	13	Cummins Engine Inc	594 24	450 03	-144.21	
09-29-08	04-30-09	6	Cummins Engine Inc	256 55	207 70	-48 85	
07-16-02	04-30-09	14	Mohawk Industries	629 85	663 90		34 05
06-02-08	04-30-09	62	Brambles Ltd	482.46	267 48	-214.98	
06-04-08	04-30-09	4	Brambles Ltd	31 13	17 26	-13.87	
09-29-08	05-01-09	25	Cummins Engine Inc	1,068.97	851.25	-217 72	
06-04-08	05-01-09	29	Brambles Ltd	225 69	125.51	-100 18	
05-28-08	05-01-09	23	Brambles Ltd	178.80	99 55	-79.25	
09-29-08	05-04-09	35	Cummins Engine Inc	1,496 55	1,193 68	-302 87	
10-21-08	05-04-09	1	Cummins Engine Inc	32 66	34 10	1 44	
05-28-08	05-04-09	28	Brambles Ltd	217 67	129 23	-88 44	
06-05-08	05-04-09	12	Brambles Ltd	93.10	55 38	-37 72	
05-29-08	05-04-09	34	Brambles Ltd	263 35	156 93	-106 42	
05-27-08	05-04-09	24	Brambles Ltd	185 61	110 77	-74 84	
06-03-08	05-04-09	4	Brambles Ltd	30 64	18 46	-12.18	
10-21-08	05-05-09	10	Cummins Engine Inc	326 61	339 84	13.23	
10-21-08	05-06-09	6	Cummins Engine Inc	195 97	203.99	8.02	
06-03-08	05-06-09	47	Brambles Ltd	360 00	218 01	-141 99	
10-21-08	05-07-09	5	Cummins Engine Inc	163.30	170 40	7 10	
10-22-08	05-07-09	1	Cummins Engine Inc	30 96	34.08	3 12	
06-03-08	05-07-09	30	Brambles Ltd	229 79	143 81	-85 98	
06-10-08	05-07-09	28	Brambles Ltd	205 06	134 22	-70 84	
10-22-08	05-08-09	21	Cummins Engine Inc	650 13	713 69	63 56	
10-22-08	05-20-09	15	Cummins Engine Inc	464 38	509.60	45 22	

Ruane, Cunniff & Goldfarb Inc.  
**REALIZED GAINS AND LOSSES**  
The Ashton Foundation Inc.  
c/o Harris J. Ashton  
RCG375533  
From 03-31-09 Through 03-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
09-14-07	07-30-09	4	Martin Marietta Materials Inc.	535.39	344.34		-191.05
09-24-07	07-30-09	10	Martin Marietta Materials Inc.	1,333.99	860.86		-473.13
09-24-07	08-03-09	10	Martin Marietta Materials Inc.	1,333.99	873.72		-460.27
09-20-07	08-03-09	13	Martin Marietta Materials Inc.	1,732.14	1,135.84		-596.30
09-13-07	08-03-09	21	Martin Marietta Materials Inc.	2,782.53	1,834.81		-947.72
09-06-07	08-03-09	2	Martin Marietta Materials Inc.	264.90	174.74		-90.16
09-17-07	08-03-09	21	Martin Marietta Materials Inc.	2,775.91	1,834.82		-941.09
09-12-07	08-03-09	2	Martin Marietta Materials Inc.	263.39	174.74		-88.65
10-23-08	08-07-09	76	Caterpillar	2,697.94	3,645.54	947.60	
10-09-01	09-14-09	1	Expeditors Int'l of Wash. Inc	11.06	35.52		24.46
10-09-01	09-14-09	8	Expeditors Int'l of Wash. Inc	88.50	284.39		195.89
10-09-01	09-14-09	1	Expeditors Int'l of Wash. Inc.	11.06	35.53		24.47
01-02-08	09-22-09	6	Target Corp	296.31	289.53		-6.78
01-04-08	09-22-09	8	Target Corp	390.17	386.04		-4.13
06-27-06	09-22-09	7	Target Corp	339.85	337.79		-2.06
07-03-06	09-22-09	1	Target Corp	48.53	48.25		-0.28
07-03-06	09-23-09	4	Target Corp	194.14	192.80		-1.34
06-28-06	09-23-09	2	Target Corp	97.03	96.40		-0.63
06-06-06	09-23-09	12	Target Corp	570.13	578.39		8.26
07-19-06	09-23-09	14	Target Corp	643.04	674.78		31.74
09-12-07	09-24-09	8	Martin Marietta Materials Inc.	1,053.57	780.88		-272.69
09-18-07	09-24-09	10	Martin Marietta Materials Inc.	1,314.81	976.10		-338.71
07-19-06	10-07-09	7	Target Corp	321.52	338.01		16.49
07-18-06	10-07-09	82	Target Corp	3,707.82	3,959.54		251.72
09-29-98	10-19-09	1	Berkshire Hathaway - Cl B	1,492.29	2,485.49		993.20
09-14-98	10-19-09	4	Berkshire Hathaway - Cl B	8,368.05	14,084.43		5,716.38
08-17-07	10-19-09	9	Paccar Inc.	425.69	326.05		-99.64
08-16-07	10-19-09	30	Paccar Inc.	1,481.12	1,150.77		-330.35
06-08-06	10-19-09	23	Paccar Inc.	739.15	863.08		123.93
06-12-06	10-19-09	126	Paccar Inc.	4,138.49	4,833.23		694.74
09-14-98	11-05-09	1	Berkshire Hathaway - Cl B	1,968.95	3,360.91		1,391.96
09-04-98	11-05-09	3	Berkshire Hathaway - Cl B	5,835.43	10,082.74		4,247.31
08-23-00	11-05-09	100	TJX Cos - New	935.21	3,812.90		2,877.70
09-18-07	12-10-09	5	Martin Marietta Materials Inc.	657.40	435.35		-222.05
08-24-07	12-10-09	11	Martin Marietta Materials Inc.	1,440.94	957.76		-483.18
09-04-98	02-12-10	419	Berkshire Hathaway - Cl B	16,300.30	32,190.94		15,890.64
10-09-01	02-23-10	101	Expeditors Int'l of Wash. Inc.	1,117.31	3,760.31		2,643.00
10-09-01	02-24-10	20	Expeditors Int'l of Wash. Inc.	221.25	734.51		513.26
10-09-01	02-25-10	8	Expeditors Int'l of Wash. Inc.	88.50	292.04		203.54
10-09-01	02-26-10	16	Expeditors Int'l of Wash. Inc.	177.00	583.51		406.51
10-09-01	03-01-10	6	Expeditors Int'l of Wash. Inc.	66.38	219.02		152.65

Ruane, Cunniff & Goldfarb Inc.  
**REALIZED GAINS AND LOSSES**

The Ashton Foundation Inc.

c/o Harris J. Ashton

RCG375533

From 03-31-09 Through 03-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
10-09-01	03-05-10	21	Expeditors Int'l of Wash. Inc	232.31	766.07		533.76
10-09-01	03-08-10	18	Expeditors Int'l of Wash. Inc	199.13	657.95		458.83
08-24-07	03-08-10	9	Martin Marietta Materials Inc	1,178.95	742.48		-436.47
08-24-07	03-09-10	9	Martin Marietta Materials Inc	1,178.95	737.87		-441.08
10-16-07	03-09-10	14	Vulcan Materials	1,260.65	643.46		-617.19
10-01-07	03-09-10	2	Vulcan Materials	179.77	91.92		-87.85
10-17-07	03-09-10	35	Vulcan Materials	3,142.30	1,608.66		-1,533.64
08-24-07	03-11-10	4	Martin Marietta Materials Inc.	523.98	328.49		-195.49
08-23-07	03-11-10	5	Martin Marietta Materials Inc.	654.58	410.61		-243.97
09-25-07	03-11-10	4	Martin Marietta Materials Inc	522.65	328.48		-194.17
TOTAL GAINS						1,089.29	37,607.79
TOTAL LOSSES						-3,122.24	-12,575.99
TOTAL REALIZED GAIN/LOSS						102,573.05	125,571.90
						-2,032.95	25,031.80
		22,998.85					