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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 JUL 1, 2009, and ending JUN 30, 2010

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 THE COUNTESS MOIRA CHARITABLE FOUNDATION		A Employer identification number 11-3551993
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 275 MADISON AVENUE 1300		B Telephone number (646) 710-3360
	City or town, state, and ZIP code NEW YORK, NY 10016-1101		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) \$ 32,674,717. (Part I, column (d) must be on cash basis.)		J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH	
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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		3,748.	3,748.		STATEMENT 1
4 Dividends and interest from securities		965,966.	965,966.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		694,805.			
b Gross sales price for all assets on line 6a 13,483,943.					
7 Capital gain net income (from Part IV, line 2)			694,805.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		1,664,519.	1,664,519.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		14,128.	0.		14,128.
c Other professional fees STMT 4		344,196.	344,196.		0.
17 Interest					
18 Taxes STMT 5		22,304.	22,304.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		785.	0.		785.
24 Total operating and administrative expenses. Add lines 13 through 23		381,413.	366,500.		14,913.
25 Contributions, gifts, grants paid		1,475,000.			1,475,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,856,413.	366,500.		1,489,913.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		<191,894.>			
b Net investment income (if negative, enter -0-)			1,298,019.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	8,276,612.	6,423,395.	6,423,395.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	14,332,311.	8,095,675.	8,095,675.
	c Investments - corporate bonds STMT 9	1,328,669.	1,394,268.	1,394,268.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	7,750,088.	16,761,379.	16,761,379.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	31,687,680.	32,674,717.	32,674,717.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	31,687,680.	32,674,717.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	31,687,680.	32,674,717.		
31 Total liabilities and net assets/fund balances	31,687,680.	32,674,717.		

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	31,687,680.
2 Enter amount from Part I, line 27a	2	<191,894.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	1,178,931.
4 Add lines 1, 2, and 3	4	32,674,717.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	32,674,717.

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 SALES OF MARKETABLE SECURITIES			P	VARIOUS	VARIOUS
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 13,483,943.		12,789,138.	694,805.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			694,805.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	694,805.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	1,498,168.	33,353,182.	.044918
2007	1,936,992.	42,502,060.	.045574
2006	1,996,144.	39,246,092.	.050862
2005	1,501,512.	37,318,787.	.040235
2004	608,707.	23,583,934.	.025810
2 Total of line 1, column (d)			2 .207399
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 .041480
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 33,722,411.
5 Multiply line 4 by line 3			5 1,398,806.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 12,980.
7 Add lines 5 and 6			7 1,411,786.
8 Enter qualifying distributions from Part XII, line 4			8 1,489,913.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	12,980.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	12,980.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	12,980.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	21,563.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	21,563.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,583.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> 8,583. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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? Website address ► <u>WWW.COUNTESSMOIRAFDN.ORG</u>	13	X	
14	The books are in care of ► <u>TAYLOR T. GRAY</u> Telephone no ► <u>(646) 710-3360</u> Located at ► <u>275 MADISON AVENUE, NEW YORK, NY</u> ZIP+4 ► <u>10016</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input 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	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

6b

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

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		344,196.	0.	0.

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

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

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

0

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	28,303,803.
b	Average of monthly cash balances	1b	5,932,147.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	34,235,950.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	34,235,950.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	513,539.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	33,722,411.
6	Minimum investment return. Enter 5% of line 5	6	1,686,121.

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

1	Minimum investment return from Part X, line 6	1	1,686,121.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	12,980.
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,980.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,673,141.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,673,141.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,673,141.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,489,913.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,489,913.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	12,980.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,476,933.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,673,141.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,088,712.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 1,489,913.				
a Applied to 2008, but not more than line 2a			1,088,712.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				401,201.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				1,271,940.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 ATTACHMENT C	N/A			1475000.
Total			3a	1475000.
b Approved for future payment ATTACHMENT D	N/A			175,000.
Total			3b	175,000.

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

SOURCE	AMOUNT
MONEY MARKET INTEREST	3,748.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,748.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST	965,966.	0.	965,966.
TOTAL TO FM 990-PF, PART I, LN 4	965,966.	0.	965,966.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	14,128.	0.		14,128.
TO FORM 990-PF, PG 1, LN 16B	14,128.	0.		14,128.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY	344,196.	344,196.		0.
TO FORM 990-PF, PG 1, LN 16C	344,196.	344,196.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	22,304.	22,304.			0.
TO FORM 990-PF, PG 1, LN 18	22,304.	22,304.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEES	750.	0.			750.
MISCELLANEOUS	35.	0.			35.
TO FORM 990-PF, PG 1, LN 23	785.	0.			785.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION	AMOUNT		
CHANGE IN UNREALIZED GAIN ON INVESTMENTS	1,178,931.		
TOTAL TO FORM 990-PF, PART III, LINE 3	1,178,931.		

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE STOCK, SEE ATTACHMENT A	8,095,675.	8,095,675.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,095,675.	8,095,675.		

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE BONDS, SEE ATTACHMENT A	1,394,268.	1,394,268.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,394,268.	1,394,268.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EXCHANGE TRADED FUNDS, SEE ATTACHMENT A	COST	16,761,379.	16,761,379.
TOTAL TO FORM 990-PF, PART II, LINE 13		16,761,379.	16,761,379.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CAROLYN B. GRAY 275 MADISON AVENUE, SUITE 1300 NEW YORK, NY 10016	PRESIDENT/CHAIRPERSON 3.00	0.	0.	0.
MICHELE J. LE MOAL-GRAY 275 MADISON AVENUE, SUITE 1300 NEW YORK, NY 10016	VICE-CHAIRPERSON 3.00	0.	0.	0.
MARC E. GARLASCO 275 MADISON AVENUE, SUITE 1300 NEW YORK, NY 10016	TRUSTEE 3.00	0.	0.	0.
PETER G. GRAY 275 MADISON AVENUE, SUITE 1300 NEW YORK, NY 10016	SECRETARY & VICE-PRESIDENT 3.00	0.	0.	0.
TAYLOR T. GRAY 275 MADISON AVENUE, SUITE 1300 NEW YORK, NY 10016	TREASURER & VICE-PRESIDENT 3.00	0.	0.	0.
ANALYTIC ASSET MANAGEMENT, INC. 275 MADISON AVENUE, SUITE 1300 NEW YORK, NY 10016	OWNED & CONTROLLED OFFICERS 30.00	344,196.	0.	0.
KATHLEEN M. GRAY 275 MADISON AVENUE, SUITE 1300 NEW YORK, NY 10016	TRUSTEE 3.00	0.	0.	0.
DONNA M. FITZGERALD 275 MADISON AVENUE, SUITE 1300 NEW YORK, NY 10016	TRUSTEE 3.00	0.	0.	0.
EDWARD W. T GRAY III 275 MADISON AVENUE, SUITE 1300 NEW YORK, NY 10016	CHAIR (THROUGH JANUARY 2010) 3.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		344,196.	0.	0.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CAROLYN B. GRAY 275 MADISON AVENUE, SUITE 1300 NEW YORK, NY 10016	PRESIDENT/CHAIR 3.00	0.	0.	0.
MICHELE J. LE MOAL-GRAY 275 MADISON AVENUE, SUITE 1300 NEW YORK, NY 10016	VICE-CHAIRMAN 3.00	0.	0.	0.
MARC GARLASCO 275 MADISON AVENUE, SUITE 1300 NEW YORK, NY 10016	TRUSTEE 1.00	0.	0.	0.
PETER G. GRAY 275 MADISON AVENUE, SUITE 1300 NEW YORK, NY 10016	SECRETARY 3.00	0.	0.	0.
TAYLOR T. GRAY 275 MADISON AVENUE, SUITE 1300 NEW YORK, NY 10016	TREASURER & VICE-PRESIDENT 3.00	0.	0.	0.
ANALYTIC ASSET MANAGEMENT, INC. 275 MADISON AVENUE, SUITE 1300 NEW YORK, NY 10016	OWNED & CONTROLLED OFFICERS & TRUSTEES 30.00	BY * 344,196.	0.	0.
KATHY GRAY 275 MADISON AVENUE, SUITE 1300 NEW YORK, NY 10016	TRUSTEE 1.00	0.	0.	0.
DONNA FITZGERALD 275 MADISON AVENUE, SUITE 1300 NEW YORK, NY 10016	TRUSTEE 1.00	0.	0.	0.
EDWARD W. T GRAY III 275 MADISON AVENUE, SUITE 1300 NEW YORK, NY 10016	CHAIR (THROUGH JANUARY 2010) 3.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		344,196.	0.	0.

* SEE ATTACHMENT E

**The Countess Molra Charitable Foundation
Investment Holding**

Exchange Traded Funds	Symbol	Quantity	Cost	Market
ISHARES INC MSCI CANADA	ewc	50,850	1,029,397	1,264,640
ISHARES INC MSCI HONG KONG	ewh	43,200	651,836	638,064
ISHARES INC MSCI BRAZIL	ewz	12,150	637,334	751,235
SPDR GOLD TR GOLD SHS	gld	14,590	1,373,531	1,775,311
ISHARES TR IBOXX USD INVT GRADE CORP BD FD	lqd	19,100	1,907,259	2,071,586
ISHARES TR S&P U S PFD STK INDEX FD	pff	54,830	1,985,358	2,032,000
ISHARES TR BARCLAYS TIPS BD FD	tlp	22,240	2,278,248	2,377,678
ISHARES TR BARCLAYS 20+ TREAS BD FD	tlt	7,200	693,692	732,600
ISHARES TR BARCLAYS AGGREGATE BD FD	agg	21,230	2,232,233	2,276,918
MARKET VECTORS ETF TR GOLD MINERS	gdx	16,100	650,260	836,556
VANGUARD BD INDEX FD INC TOTAL BD MARKET E	bnd	10,500	844,935	854,490
MARKET VECTORS ETF TR AGRIBUSINESS ETF	MOO	31750	1,363,211	1,150,303
			<u>15,647,295</u>	<u>16,761,379</u>
Corporate Bonds				
GEN ELEC CAPTL CORP MTN 5 450% Due 01-15-13	36962gzy3	586,000	564,048	629,739
VERIZON COMMUNICATIONS INC NT 4.350% Due 02-15-13	92343vaj3	639,000	593,951	683,065
WASHINGTON REAL ESTATE INVT TR SR NT 5 950% Due 06-15-11	939653ah4	79,000	71,256	81,463
			<u>1,229,255</u>	<u>1,394,268</u>
Corporate Stock				
BANK OF NOVA SCOTIA	bns	23,600	614,804	1,086,072
CLOROX CO COM	clx	11,200	624,625	696,192
DUKE ENERGY CORP NEW COM	duk	43,500	892,041	696,000
ENERPLUS RES FD	erf	19,020	488,137	410,261
ILLINOIS TOOL WORKS INC COM	itw	15,400	669,928	635,712
JOHNSON & JOHNSON COM	jnj	14,920	991,046	881,175
KINDER MORGAN MGMT LLC SHS	kmr	22,506	989,948	1,273,615
POTASH CORP	pot	8,600	639,371	741,664
VERIZON COMMUNICATIONS	vz	19,600	627,394	549,192
WASTE MGMT INC	wm	22,300	629,710	697,767
EXXON MOBIL CORP	xom	7,500	362,281	428,025
			<u>7,529,284</u>	<u>8,095,675</u>
Total Account value			24,405,833	26,251,322

The Countess Moira Charitable Foundation

Grant Application Guidelines

FUNDING PRIORITIES

The foundation makes grants to private nonprofit or public tax-exempt organizations for purposes defined under section 501(c)(3) of the Internal Revenue Code. We welcome qualified organizations to submit inquiries for operating, program, endowment and capital funding needs that support the mission of our foundation, and we have in the past engaged in a funding relationship with several entities that have reached out to us and subsequently proved to be a good fit. We specifically do not give grants for events or fundraisers.

APPLICATION GUIDELINES

Inquiries will be accepted throughout the year. It is suggested that you make an initial contact to inquiries@countessmoirafdn.org before making a formal grant proposal. Please do not send unsolicited inquiries or grant proposals via paper mail to the foundation's mailing address, as these will not be considered or responded to.

In order for the trustees to consider requests for funding, we require the submission of a written, uniform synopsis in the following format and which you can retrieve in either DOC or PDF format below:

In addition, we will be pleased to receive any brochures and a narrative page that you may wish to share with us.

Contact Information

All applications should be mailed to:

The Countess Moira Charitable Foundation
275 Madison Avenue, Suite 1300
New York, N.Y. 10016
inquiries@countessmoirafdn.org

The Countess Moira Charitable Foundation

Grants Paid - Fiscal 2009-10

Recipient	Address	\$ Amt	Status	Purpose
African Refuge, Inc.	185 Parkhill Ave, Suite LB Staten Island NY 10304 http://africanrefuge.webs.com	30,000	Public Charity	To enhance the well-being of people whose hope has been shattered due to abuse, poverty, desertion, depression, and the effect of war.
Astor Services for Children & Families	6339 Mill Street Rhinebeck NY 12572 http://www.astorservices.org	25,000	Public Charity	Provide children's mental health services, child welfare services, and early childhood development programs.
Big Brothers Big Sisters of New York City	223 East 30th Street New York NY 10016 http://www.bigsny.org	60,000	Public Charity	Provide mentors to all children who need caring adult role models and special friends through various programs, of which this grant helps support the New American and Incredible Kids programs.
Blythedale Children's Hospital	95 Bradhurst Avenue Valhalla, NY 10595 http://www.blythedale.org	100,000	Public Charity	The diagnosis, care and treatment of children with complex medical and rehabilitative needs. This grant helps support the Building Project.
Boston College Trustees	Boston College Advancement More Hall 220 140 Commonwealth Ave Chestnut Hill MA 02467 http://www.bc.edu/schools/son/aboutus/	35,000	Public Charity	Nursing care and supplies for Central American regions via the School of Nursing Global Health Initiative
Camp Pa-Qua-Tuck	PO Box 677 Center Moriches NY 11934 http://www.campaquaquack.com	30,000	Public Charity	Sponsorships to help children and adults with disabilities achieve equality, dignity, and independence through a program of camping, recreation, and education
Campaign for Innocent Victims	1700 Connecticut Ave NW Washington DC 20009 http://www.civicworldwide.org	50,000	Public Charity	Recognition and help for civilians caught in the crossfire of armed conflict.
Columbia University - The Earth Institute	405 Low Library, Mailcode 4335 535 West 116th Street New York NY 10027 http://www.earth.columbia.edu	54,500	Public Charity	Help achieve sustainable development primarily by expanding the world's understanding of Earth as one integrated system. Current grant is to support the testing of plots for agriculture development and improved hillside cultivation, agriculture extension training in Haiti

Concordia Conservatory	171 White Plains Road Bronxville NY 10708 http://www.concordiaconservatory.org	25,000	Public Charity	Inspire, instruct and enrich lives through music the tuition-free Music Outreach Program
Doctors Without Borders USA	333 Seventh Avenue, 2nd Floor New York NY 10001 http://www.doctorswithoutborders.org	65,000	Public Charity	To assist people whose survival is threatened by violence, neglect, or catastrophe. Part of the current grant was for relief efforts in Haiti.
Don Bosco Community Center	22 Don Bosco Place Port Chester NY 10573 http://www.donboscocenter.com	50,000	Public Charity	Multi-lingual youth and adult social / support services to the community-at-large without regard to sex, race, and religion.
ENACT	630 Ninth Avenue, Suite 301 New York NY 10036 http://enact.org	30,000	Public Charity	Help New York City public school students learn social and emotional skills through creative drama and drama therapy techniques.
Family Counseling Services	The Beinecke Building Main Street PO Box 1348 Westhampton Beach NY 11978 http://www.familycounselingsvc.org	100,000	Public Charity	Provide treatment, prevention, education, crisis intervention and supportive services with the grant supporting the Child and Family Clinic Plus Program.
Fiver Childrens Foundation	519 Eighth Avenue Floor 24 New York, New York 10018 http://www.fiver.org	30,000	Public Charity	Empower children from underserved communities to develop life skills and to reach their full potential, with the grant supporting the LEAD Summer in the City program
Fratemite de Notre Dame	2290 First Avenue New York NY 10035 http://www.fratemitenotredame.org	100,000	Public Charity	Operate a soup kitchen in Harlem and a meals on wheels program for needy families.
Friends of Mills Mansion	Staatsburgh State Historic Site PO Box 308 Staatsburgh, NY 12580 http://www.staatsburgh.org	20,000	Public Charity	To support the preservation, improvement, and development of Mills Mansion.
Gift of Life International	475 Northern Boulevard #25 Great Neck NY 11021 http://www.giftoflifefinternational.org	195,000	Public Charity	Address the medical needs of children who suffer from congenital heart defects and other similar conditions.
Long Island Cares	10 Davids Drive Hauppauge NY 11788 http://www.licare.org	20,000	Public Charity	Provide nutritional food and support services to food pantries, soup kitchens, emergency shelters, child care programs, disability organizations, veterans services, the the grant supporting general operations and the Kids Cafe program.

Nurses Network of America	P O. Box 434 Pelham, New York 10803 http://www.nursesnetworkofamerica.com	17,500	Public Charity	To demystify medical science and present essential health knowledge in an entertaining and easy- to- learn format that explores contemporary issues such as alcohol abuse among youth.
Southern Poverty Law Center	400 Washington Ave Montgomery AL 36104 http://www.splcenter.org	25,000	Public Charity	Tolerance education programs and legal action against hate groups, with the grant directed towards the teaching tolerance initiative.
Special Olympics New York	PO Box 744 Holmes NY 12531 http://www.specialolympicsny.org	30,000	Public Charity	To provide year-round sports training and athletic competition in a variety of Olympic-style sports for all children and adults with intellectual disabilities.
St Dominics Home	500 Western Highway Blauvelt NY 10913 http://www.stdominicshome.org	20,000	Public Charity	Meet the needs of individuals and families of all backgrounds who are developmentally disabled, socially disadvantaged and, or, vocationally challenged.
St. Jude Children's Research	501 St. Jude Pl. Memphis TN 38105 http://www.stjude.org	50,000	Public Charity	Finding cures and saving children with cancer and other catastrophic diseases, with the grant directed to support the International Outreach Program.
Storytelling Arts	P.O Box 995 Princeton Junction, New Jersey 08550 http://www.storytellingarts.net	30,000	Public Charity	Work with schools and community organizations to bring the benefits of storytelling to a varied audience, which will serve to boost literacy and build community.
Student Conservation Association	PO Box 550 Charlestown NH 03603 http://www.thesca.org	40,000	Public Charity	Provide college and high school-aged members with hands-on conservation service opportunities in virtually every field imaginable, with the grant directed to summer programs in Connecticut.
The Community Word Project	42 Broadway, Suite 1827 New York NY 10004 http://www.communitywordproject.org	10,000	Public Charity	Inspire children in underserved communities to read, interpret and respond to their world and to become active citizens through collaborative arts residencies and teacher training programs.
The Craig D Trifford Foundation	87 Ridgecrest Road Stamford CT 06903 http://www.cdtfoundation.org	20,000	Public Charity	Provide funding for research, to increase public awareness and to further patient education and support for men with testicular cancer.
The Little Flower Children's Services	186 Joralemon Street Brooklyn NY 11201 http://www.littleflower.org	20,000	Public Charity	Provide service to children, families and developmentally disabled adults across New York City and Long Island, with the grant directed toward the Special Children's Fund for children in residential programs.
The New York Hall of Science	47-01 111th Street Queens NY 11368 http://www.nysci.org	20,000	Public Charity	The Science Career Ladder is an innovative education and employment program that provides fun and meaningful work experiences to high school and college students

Westchester Arc	The Gleeson-Israel Gateway Center 265 Saw Mill River Road Hawthorne, NY 10532 http://www.westchesterarc.org	25,000	Public Charity	To empower children and adults with developmental disabilities to achieve their potential based on personal choices, abilities and interests
Westhampton Beach Performing Arts	76 Main Street Westhampton Beach NY 11978 http://www.whbpac.org	75,000	Public Charity	From world class artists to supporting students through the participation of children in local school productions, the Center's stage serves as a year-round focal point for the area's diverse community. The grant is directed towards the Children's Arts Education Program.
YMCA of Greater New York	5 West 63rd Street, 6th Floor New York, NY 10023 http://ymcanyc.org	73,000	Public Charity	Grant supports the YMCA Global Teens - a dynamic youth program which challenges teens to develop a stronger sense of self-confidence, self-awareness, independence, and global awareness

Total

\$1,475,000

The Countess Moira Charitable Foundation

6/30/2010

Form 990-PF

Grants approved for future payments

<u>Recipient</u>	<u>Address</u>	<u>Amount</u>	<u>Status</u>	<u>Purpose</u>
The ALS Association	4 Oxford Road Unit D1 Milford, CT 06460 www.alsa.org	\$ 25,000 00	Public Charity	To care for and support all people living with Lou Gehrig's disease as we leave no stone unturned in our relentless search for a cure
Blythedale Children's Hospital	95 Bradhurst Avenue Valhalla, NY 10595 www.blythdale.org	150,000 00	Public Charity	The diagnosis, care and treatment of children with complex medical and rehabilitative needs. The grant helps support the Building Project \$50,000 given for each of the next three years
Total approved for future payments		<u>\$ 175,000 00</u>		

The Countess Moira Charitable Foundation

Form 990-PF Part VIII List of Officers, Directors, Trustees and Foundation Managers

FYE 06/30/2010

EIN 11-3551993

NAME AND ADDRESS	TITLE & AVG HRS / WEEK	COMPENSATION	EMPLOYEE BENEFIT PLAN CONTRIB	EXPENSE ACCOUNT
Carolyn B. Gray, 275 Madison Ave Suite 1300 New York, NY 10016	Chairperson and President 3.00	A	0	0
Michele J. Le Moal- Gray 275 Madison Ave Suite 1300 New York, NY 10016	Vice Chairperson 3.00	B	0	0
Peter G. Gray 275 Madison Ave Suite 1300 New York, NY 10016	Secretary and VP 3.00	C	0	0
Taylor T. Gray 275 Madison Ave Suite 1300 New York, NY 10016	Treasurer and VP 3.00	D	0	0
Marc E. Garlasco 275 Madison Ave Suite 1300 New York, NY 10016	Trustee 3.00	A	0	0
Donna M. Fitzgerald 275 Madison Ave Suite 1300 New York, NY 10016	Trustee 3.00	C	0	0
Kathleen M. Gray 275 Madison Ave Suite 1300 New York, NY 10016	Trustee 3.00	D	0	0
Analytic Asset Management Inc 275 Madison Ave Suite 1300 New York, NY 10016	Owned and Controlled by Officers and Trustees	344,196	0	0
Edward W.T. Gray III	Chair (through	0	0	0

275 Madison Ave Suite 1300 New York, NY 10016	January 2010)			

A) In conjunction with members of immediate family, have a 17.4% income interest in Analytic Asset Management, Inc.

B) In conjunction with members of immediate family, has a 4.0% voting interest and a 0.3% income interest in Analytic Asset Management, Inc.

C) In conjunction with members of immediate family, have a 11.1% income interest in Analytic Asset Management, Inc.

D) In conjunction with members of immediate family, have a 48% voting interest and a 20.8% income interest in Analytic Asset Management, Inc.