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Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

OMB No 1545-0052
2011

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

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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

Name of foundation THE GEOFFREY BEENE FOUNDATION		A Employer identification number 43-6936635
Number and street (or P O box number if mail is not delivered to street address) Room/suite 13 EAST 69TH STREET		B Telephone number (see page 10 of the instructions) (212) 396-1200
City or town, state, and ZIP code NEW YORK, NY 10021		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation, <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust, <input type="checkbox"/> Other taxable private foundation		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"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 48,505,661	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)	25,325,217			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	306,236	306,236		
	4 Dividends and interest from securities	391,577	391,577		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-152,371			
	b Gross sales price for all assets on line 6a	12,618,673			
	7 Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)					
11 Other income (attach schedule)	853,192	853,192			
12 Total. Add lines 1 through 11	26,723,851	1,551,005			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	78,459	7,392		71,067
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	7,976	798		7,178
	b Accounting fees (attach schedule)	21,817	13,090		8,727
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	18,304	14,000		4,304
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule)	118,614	68,955		49,659	
24 Total operating and administrative expenses. Add lines 13 through 23	245,170	104,235		140,935	
25 Contributions, gifts, grants paid	7,816,699			7,816,699	
26 Total expenses and disbursements. Add lines 24 and 25	8,061,869	104,235		7,957,634	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	18,661,982				
b Net investment income (if negative, enter -0-)		1,446,770			
c Adjusted net income (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	89,705	78,138	78,138	
	2 Savings and temporary cash investments	1,037,193	4,249,884	4,249,884	
	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 15 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				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	16,254,002	16,695,833	16,856,728	
	c Investments—corporate bonds (attach schedule)	7,314,933	3,688,201	3,655,002	
	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 ▶ _____)	5,020,150	23,665,909	23,665,909		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	29,715,983	48,377,965	48,505,661		
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)		0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg, and equipment fund					
29 Retained earnings, accumulated income, endowment, or other funds	29,715,983	48,377,965			
30 Total net assets or fund balances (see page 17 of the instructions)	29,715,983	48,377,965			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	29,715,983	48,377,965			

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	29,715,983
2	Enter amount from Part I, line 27a	2	18,661,982
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	48,377,965
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	48,377,965

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)
1 a				
b	Capital Gain Dividends			
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			93,262	
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) 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				
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	-152,371
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))
2010	5,606,243	26,740,832	0.20965
2009	9,208,617	27,832,166	0.33086
2008	2,864,014	31,737,007	0.09024
2007	10,945,812	37,290,132	0.29353
2006			
2	Total of line 1, column (d).		2 0.92429
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 0.23107
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.		4 48,529,557
5	Multiply line 4 by line 3.		5 11,213,822
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 14,468
7	Add lines 5 and 6.		7 11,228,290
8	Enter qualifying distributions from Part XII, line 4.		8 7,957,634

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	28,935
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	
3	Add lines 1 and 2.	3	28,935
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	28,935
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	7,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,500
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	8,500
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	20,435
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?.		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input 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? <i>If "No," attach explanation .</i>	Yes	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of EISIKOVIC & KANE LLP Telephone no (212) 944-7733 Located at 1430 BROADWAY SUITE 1105 NEW YORK NY ZIP+4 10018			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		<input type="checkbox"/>
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	<input type="checkbox"/>	<input type="checkbox"/>
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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			
1b	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		No
1c	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 2011?	1c		No
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2011 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2011?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870.</i></p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	No
6b		No
7b		No

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
MARA HUTTON 44 WHIPPOORWILL LAKE ROAD CHAPPAQUA, NY 10514	EXECUTIVE VP 35 00	41,500		
G THOMPSON HUTTON 44 WHIPPOORWILL LAKE ROAD CHAPPAQUA, NY 10514	Trustee 30 00	36,959		

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
NONE				

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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
1 _____	
2 _____	
3 All other program-related investments See page 24 of the instructions _____	

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.)

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	24,670,077
b	Average of monthly cash balances.	1b	932,600
c	Fair market value of all other assets (see page 24 of the instructions).	1c	23,665,909
d	Total (add lines 1a, b, and c).	1d	49,268,586
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	
3	Subtract line 2 from line 1d.	3	49,268,586
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	739,029
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	48,529,557
6	Minimum investment return. Enter 5% of line 5.	6	2,426,478

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.)

1	Minimum investment return from Part X, line 6.	1	2,426,478
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	28,935
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	28,935
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,397,543
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,397,543
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,397,543

Part XII Qualifying Distributions (see page 25 of the 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	7,957,634
b	Program-related investments—total from Part IX-B.	1b	
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	7,957,634
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 (see page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	7,957,634

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,397,543
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.	9,105,040			
c From 2008.	1,299,676			
d From 2009.	7,828,103			
e From 2010.	4,284,402			
f Total of lines 3a through e.	22,517,221			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>7,957,634</u>				
a Applied to 2010, 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).	0			
d Applied to 2011 distributable amount.				2,397,543
e Remaining amount distributed out of corpus	5,560,091			
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	28,077,312			
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 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
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 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	28,077,312			
10 Analysis of line 9				
a Excess from 2007.	9,105,040			
b Excess from 2008.	1,299,676			
c Excess from 2009.	7,828,103			
d Excess from 2010.	4,284,402			
e Excess from 2011.	5,560,091			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 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))

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	7,816,699
b <i>Approved for future payment</i>				
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75231	N/A	501(c)(3)	HEART DISEASE RESEARCH	75,000
YMA FASHION SCHOLARSHIP FUND 36 WEST 20 STREET NEW YORK, NY 10011	N/A	501(c)(3)	SCHOLARSHIPS & EDUCATIONAL PROGRAMS	1,350,000
RESEARCH AMERICA 1101 KING STREET SUITE 520 ALEXANDRIA, VA 22314	N/A	501(c)(3)	MEDICAL RESEARCH	100,000
Total			3b	1,525,000

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, or 990-PF.

2011

Department of the Treasury
Internal Revenue Service

Name of organization

THE GEOFFREY BEENE FOUNDATION

Employer identification number

43-6936635

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule—

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

THE GEOFFREY BEENE FOUNDATION

Employer identification number

43-6936635

Part I**Contributors** (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>2</u>	ESTATE OF GEOFFREY BEENE 13 EAST 69 STREET NEW YORK, NY 10021	\$ <u>22,000,000</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>1</u>	ESTATE OF GEOFFREY BEENE 13 EAST 69 STREET NEW YORK, NY 10021	\$ <u>3,325,217</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE GEOFFREY BEENE FOUNDATION	Employer identification number 43-6936635
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Part II **Noncash Property** (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	MEMBERSHIP INTEREST IN GEOFFREY BEENE, LLC	\$ <u>22,000,000</u>	<u>2011-01-31</u>
—	_____	\$ _____	_____
—	_____	\$ _____	_____
—	_____	\$ _____	_____
—	_____	\$ _____	_____
—	_____	\$ _____	_____
—	_____	\$ _____	_____
—	_____	\$ _____	_____

Name of organization
THE GEOFFREY BEENE FOUNDATION

Employer identification number
43-6936635

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ► \$
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____ _____

Additional Data

Software ID: 11000144

Software Version: 2011v1.2

EIN: 43-6936635

Name: THE GEOFFREY BEENE FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CITY MEALS ON WHEELSPO BOX 40079 NEW YORK, NY 10277	N/A	501(c)(3)	PROVIDING FOOD FOR THE ELDERLY	5,000
WOUNDED WARRIOR PROJECT INC 4899 BELFORT ROAD SUITE 300 JACKSONVILLE, FL 32256	N/A	501(c)(3)	VETERAN SUPPORT	100,000
VOLUNTEERS OF AMERICA340 WEST 85 STREET NEW YORK, NY 10024	N/A	501(c)(3)	VETERAN SUPPORT	15,000
UNITED WAY2 PARK AVENUE NEW YORK, NY 10016	N/A	501(c)(3)	GENERAL CHARITABLE PURPOSE	25,000
SAVE THE CHILDREN FEDERATION INC54 wilton Road WESTPORT, CT 06880	N/A	501(c)(3)	CARE AND SUPPORT FOR CHILDREN IN NEED	5,000
RONALD MCDONALD HOUSE OF NY 405 East 73rd Street NEW YORK, NY 10021	N/A	501(c)(3)	PROVIDING HELP AND SUPPORT TO SICK CHILDREN AND THEIR FAMILIES	6,500
RESEARCH AMERICA1101 KING STREET SUITE 520 ALEXANDRIA, VA 22314	N/A	501(c)(3)	MEDICAL RESEARCH	50,000
OHIO STATE UNIVERSITY FOUNDATION364 W Lane Ave COLUMBUS, OH 43201	N/A	501(c)(3)	CANCER RUN	500
FISHER HOUSE FOUNDATION111 ROCKVILLE PIKE SUITE 420 ROCKVILLE, MD 20850	N/A	501(c)(3)	VETERAN SUPPORT	50,000
FIRST PRESBYTERIAN CHURCH 4815 FRANKLIN ROAD NASHVILLE, TN 37220	N/A	501(c)(3)	MEMORIAL FUND	10,000
ARS ANTIQUA INC32 SOMERSET DRIVE PATTERSON, NY 12563	N/A	501(c)(3)	MUSICAL PERFORMANCES	5,000
THE DOE FUND INC232 EAST 84 STREET NEW YORK, NY 10028	N/A	501C3	HELP FOR HOMELESS AND FORMERLY INCARCERATED INDIVIDUALS TO ACHIEVE SELF-SUFFICIENCY	1,000
DEMI AND ASHTON FOUNDATION 200 PARK AVE SOUTH 8TH FLOOR NEW YORK, NY 10003	N/A	501C3	SUPPORT AND DEVELOP PROGRAMS TO HELP END CHILD SEX SLAVERY	35,000
WHIPPOORWILL CLUB FOUNDATION150 WHIPPOORWILL ROAD ARMONK, NY 10504	N/A	501C3	EDUCATIONAL SCHOLARSHIPS	5,000
MEMORIAL SLOAN KETTERING 1275 YORK AVENUE NEW YORK, NY 10065	N/A	501C3	CANCER RESEARCH	5,200,000
HOSPICE VNSW WPHC311 NORTH STR SUITE 204 WHITE PLAINS, NY 10605	N/A	501C3	HOSPICE CARE	10,000
FRIENDS OF KAREN118 TITCUS RD PO BOX 190 PURDYS, NY 10578	N/A	501C3	FAMILY AND CHILDRENS AID	2,500
YMA FASHION SCHOLARSHIP FUND36 WEST 20 STREET NEW YORK, NY 10011	N/A	501C3	SCHOLARSHIPS & EDUCATIONAL PROGRAMS	450,000
CITY HARVEST575 8TH AVE 4TH FL NEW YORK, NY 10018	N/A	501C3	FOOD RESCUE ORGANIZATION	5,000
CFDA FOUNDATION1412 BROADWAY SUITE 2006 NEW YORK, NY 10018	N/A	501C3	SCHOLARSHIPS & EDUCATIONAL PROGRAMS	1,000,000
GEOFFREY BEENE ALZHEIMER'S INITIATI1430 BROADWAY NEW YORK, NY 10018	N/A	501C3	ALZHEIMER'S RESEARCH & AWARENESS	737,099
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75231	N/A	501C3	HEART DISEASE RESEARCH	99,100
Total				7,816,699

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b <i>Approved for future payment</i>				
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75231	N/A	501(c)(3)	HEART DISEASE RESEARCH	75,000
YMA FASHION SCHOLARSHIP FUND 36 WEST 20 STREET NEW YORK, NY 10011	N/A	501(c)(3)	SCHOLARSHIPS & EDUCATIONAL PROGRAMS	1,350,000
RESEARCH AMERICA 1101 KING STREET SUITE 520 ALEXANDRIA, VA 22314	N/A	501(c)(3)	MEDICAL RESEARCH	100,000
Total				1,525,000

TY 2011 Accounting Fees Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	21,817	13,090	0	8,727

TY 2011 General Explanation Attachment

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 11000144

Software Version: 2011v1.2

Identifier	Return Reference	Explanation
		TRUSTEE COMPENSATION REPORTED IN PART VIII, LINE 1(A) WAS CALCULATED BY UTILIZING NY STATUTORY RATE ON 2010 INCOME, AS DEFINED BY THE STATUTE, AND PAID TO THE TRUSTEE DURING 2011
		FILER CLAIMS ADDITIONAL TIME TO FILE THIS REPORT DUE TO AN EXTENSION OF TIME GRANTED TO ENTITIES LOCATED IN AREAS AFFECTED BY HURRICANE SANDY

TY 2011 Legal Fees Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	7,976	798	0	7,178

TY 2011 Other Assets Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 11000144

Software Version: 2011v1.2

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INVESTMENT IN GEOFFREY BEENE LLC		18,646,759	18,646,759
FINE ART	28,700	28,700	28,700
COLLECTION OF GB DESIGNS & JEWELRY	4,990,450	4,990,450	4,990,450

TY 2011 Other Expenses Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PUBLIC SERVICE ANNOUNCEMENTS	16,150			16,150
PAYROLL PROCESSING FEE	1,570	236		1,334
OFFICE EXPENSES	1,103			1,103
INVESTMENT FEES	65,353	65,353		
INSURANCE EXPENSES	26,218	2,622		23,596
FOREIGN TAXES	7,525	744		6,781
DUES AND SUBSCRIPTIONS	695			695

TY 2011 Other Income Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SECURITY SETTLEMENT	64	64	
ROYALTY INCOME	853,128	853,128	

TY 2011 Taxes Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 11000144

Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE FILING FEES	750			750
PAYROLL TAXES	3,554			3,554
FEDERAL EXCISE TAX	14,000		14,000	

THE GEOFFREY BEENE FOUNDATION
 43-6936635
 FORM 990-PF, PART II, LINE 10C

Description	Qty	Cost	Market Value
JPM Chase Capital XXVIII	11,345	290,768	289,411
JP Morgan Chase & Co Notes dtd 12/14/04	100,000	103,800	100,107
Hartford Life Glob Fund Notes dtd 1/19/07	500,000	482,500	499,925
Morgan Stanley Dean Witter Notes dtd 4/3/02	250,000	252,625	252,080
HCA Inc Notes dtd 4/26/02	150,000	153,188	151,500
Countrywide Financial Corp Notes dtd 6/7/07	200,000	211,600	200,420
Goldman Sachs Group Inc Notes dtd 7/22/09	300,000	305,322	301,806
Citigroup Inc Notes dtd 8/26/02	250,000	264,514	253,775
Int'l Bk Recon & Develop Brl dtd 8/20/09	500,000	274,531	268,272
JPM Short Duration Bond	73,090	800,408	800,333
Altria Group Inc dtd 11/10/08	100,000	117,625	112,895
Coca Cola Enterprise dtd 2/20/09	200,000	213,820	216,978
Capital Once Capital V dtd 8/5/09	200,000	217,500	207,500
TOTAL		3,688,201	3,655,002

THE GEOFFREY BEENE FOUNDATION
43-6936635
FORM 990-PF, PART II, LINE 10B

Description	Qty	Cost	Market Value
Accenture PLC Ireland	300	16,440	15,969
Allergan Inc	450	32,512	39,483
Altria Group Inc	1,000	25,161	29,650
Amazon.com	190	32,499	32,889
Anadarko Petroleum Corp	375	28,616	28,624
Apollo Group Inc	325	17,285	17,508
Apple Inc	350	114,744	141,750
Applied Materials Inc	2,900	32,680	31,059
Astrazeneca Plc	1,400	66,611	64,806
AT&T Inc	550	16,394	16,632
Bernstein Emerging Markets	6,494	255,957	157,346
Bernstein Intermed. Duration	413,709	6,072,556	6,598,672
Bernstein International	34,911	720,184	433,246
Bernstein Short Duration	531,187	6,271,491	6,315,818
Boeing Co	350	22,801	25,673
Borg Warner Automotive Inc	425	30,794	27,090
BP P L C Sponsored ADR	1,700	64,653	72,658
Broadcom Corp	1,200	47,454	35,232
CB Richard Ellis Group Inc	1,100	16,205	16,742
Celgene Corp	150	8,991	10,140
CenterPoint Energy Inc	400	8,453	8,036
CenturyLink Inc	1,400	46,673	52,080
Cisco Systems Inc	700	12,789	12,656
CIT Group Inc	600	18,982	20,922
Citigroup Inc	2,500	92,888	65,775
Citrix Systems Inc	500	32,522	30,360
CMS Energy Corp	800	16,231	17,664
Comcast Corp	1,760	43,828	41,730
Conocophillips	225	15,580	16,396
Constellation Brands Inc	1,400	25,312	28,938
Corning Inc	1,300	21,451	16,874
Covidien Plc	750	36,777	33,758
Danaher Corp	1,200	56,609	56,448
Dell Inc	500	7,357	7,315
Delta Air Lines Inc	1,900	17,641	15,371
Devon Energy Corp	250	21,622	15,500
Directv	250	10,533	10,690
Dollar General Corp	475	18,664	19,542
Dow Chemical Co	900	31,484	25,884
DTE Energy Co	325	16,144	17,696

Description	Qty	Cost	Market Value
EMC Corp	1,400	31,135	30,156
EMC Corp-Mass	300	8,045	6,462
EOG RES INC	400	39,416	39,404
Estee Lauder Companies Inc	100	9,309	11,232
Express Scripts Inc	600	34,488	26,814
Flowserve Corp	275	34,200	27,313
FMC Technologies Inc	600	25,997	31,338
Ford Motor Co	650	10,858	6,994
Gamestop Corp	600	15,544	14,478
Gannett Co Inc	2,000	24,112	26,740
General Electric Co	1,300	22,541	23,283
General Mills Inc	900	34,111	36,369
General Motors Company	1,900	46,752	38,513
Gilead Sciences Inc	1,075	40,174	44,000
Goldman Sachs Group Inc	200	33,399	18,086
Goodrich Corporation	125	11,265	15,463
Google Inc	155	91,187	100,115
Harley Davidson Inc	425	16,087	16,520
Health Net Inc	325	8,815	9,887
Hershey Company	150	8,930	9,267
Hewlett Packard Co	2,500	67,969	64,400
Illumina Inc	375	10,766	11,430
Ingersoll Rand PLC	275	12,206	8,379
Intuit Inc	700	33,729	36,813
Johnson & Johnson	1,200	74,569	78,696
Johnson Controls Inc	800	31,168	25,008
JP Morgan Chase & Co	2,300	93,651	76,475
Kroger Co	1,400	30,297	33,908
LAM Research Corp	450	20,664	16,659
Las Vegas Sands Corp	100	4,730	4,273
Lear Corporation	325	15,328	12,935
Limited Brands Inc	650	23,436	26,228
Lorillard Inc	300	33,686	34,200
Lowe's Companies Inc	375	9,710	9,518
LyondellBasell Industries	900	29,759	29,241
Marathon Oil Corp	1,400	34,861	40,978
Marathon Pete Corp	1,300	48,011	43,277
Marvell Technology Group	2,500	39,947	34,625
McGraw Hill Companies	350	14,170	15,740
Metlife Inc	550	15,985	17,149
Micron Technology Inc	3,000	16,499	18,870
Monsanto Co	600	40,924	42,042
Moodys Corp	500	19,080	16,840
Morgan Stanley	1,600	26,515	24,208
Newell Rubbermaid Inc	750	10,349	12,113

Description	Qty	Cost	Market Value
Noble Energy Inc	450	37,946	42,476
Northrop Grumman Corp	300	17,338	17,544
NV Energy Inc	1,100	15,927	17,985
NVR Inc	13	9,373	8,918
Oracle Corp	2,100	65,157	53,865
Pepsico Inc	225	14,072	14,929
Perrigo Co	150	13,854	14,595
Pfizer Inc	4,100	74,786	88,724
Potash Corp of Saskatchewan	500	26,690	20,640
Precision Castparts Corp	200	31,304	32,958
Procter & Gamble Co	125	1,597	8,339
PVH Corp	225	14,823	15,860
Qualcomm Inc	1,200	65,316	65,640
Rockwell Automation Inc	350	26,087	25,680
Salesforce.com Inc	50	5,920	5,073
Schlumberger Ltd	900	73,105	61,479
Starbucks Corp	800	28,095	36,808
The Travelers Companies	650	37,023	38,461
Time Warner Cable Inc	500	31,411	31,785
Transocean Ltd	700	37,557	26,873
TRW Automotive Holdings Inc	375	16,031	12,225
Tyson Foods Inc	1,500	28,737	30,960
Unitedhealth Group Inc	850	36,539	43,078
UPS	700	51,000	51,233
V F Corp	100	11,661	12,699
Viacom Inc	1,100	47,145	49,951
Visa Inc	200	17,135	20,306
Walt Disney Co	1,200	43,472	45,000
Wellpoint Inc	750	53,844	49,688
Wells Fargo & Co	425	12,942	11,713
Accrued Interest			10,182
TOTAL		16,695,833	16,856,728