AMENDED RETURN

Form **990**

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0047

2006

Open to Public Inspection

A For the 2006 calendar year, or tax year beginning , 2006, and ending

B Check if applicable: [X] Address change; [ ] Name change; [ ] Initial return; [ ] Final return; [X] Amended return; [ ] Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization: ITHAKA HARBORS, INC.

Number and street (or P O box if mail is not delivered to street address): 151 EAST 61ST STREET — Room/suite

City or town, state or country, and ZIP + 4: NEW YORK, NY 10065

D Employer identification number: 30-0152775

E Telephone number: (212)500-2600

F Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) ▶

• **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ)**

H and I are not applicable to section 527 organizations

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) If "Yes," enter number of affiliates ▶ N/A

H(c) Are all affiliates included? [ ] Yes [ ] No (If "No," attach a list See instructions)

H(d) Is this a separate return filed by an organization covered by a group ruling? [ ] Yes [X] No

G Website ▶ WWW.ITHAKA.ORG

J Organization type (check only one) ▶ [X] 501(c) (03) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

I Group Exemption Number ▶ N/A

K Check here ▶ [ ] if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than $25,000 A return is not required, but if the organization chooses to file a return, be sure to file a complete return

M Check ▶ [ ] if the organization is not required to attach Sch B (Form 990, 990-EZ, or 990-PF)

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 18,527,441.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances *(See the instructions.)*

Revenue	1	Contributions, gifts, grants, and similar amounts received				
	a	Contributions to donor advised funds	1a			
	b	Direct public support (not included on line 1a)	1b	9,296,469.		
	c	Indirect public support (not included on line 1a)	1c			SCHEDULE B
	d	Government contributions (grants) (not included on line 1a)	1d	1,990,576.		
	e	Total (add lines 1a through 1d) (cash $ 10,187,045. noncash $ 1,100,000.)			1e	11,287,045.
	2	Program service revenue including government fees and contracts (from Part VII, line 93)			2	5,206,505.
	3	Membership dues and assessments			3	
	4	Interest on savings and temporary cash investments			4	1,425,188.
	5	Dividends and interest from securities			5	
	6a	Gross rents	6a			
	b	Less rental expenses	6b			
	c	Net rental income or (loss) Subtract line 6b from line 6a			6c	
	7	Other investment income (describe ▶)			7	
	8a	Gross amount from sales of assets other than inventory — (A) Securities / (B) Other	8a			
	b	Less cost or other basis and sales expenses	8b			
	c	Gain or (loss) (attach schedule)	8c			
	d	Net gain or (loss) Combine line 8c, columns (A) and (B)			8d	
	9	Special events and activities (attach schedule) If any amount is from gaming, check here ▶ [ ]				
	a	Gross revenue (not including $ ____ of contributions reported on line 1b)	9a			
	b	Less direct expenses other than fundraising expenses	9b			
	c	Net income or (loss) from special events Subtract line 9b from line 9a			9c	
	10a	Gross sales of inventory, less returns and allowances	10a			
	b	Less cost of goods sold	10b			
	c	Gross profit or (loss) from sales of inventory (attach schedule) Subtract line 10b from line 10a			10c	
	11	Other revenue (from Part VII, line 103)			11	608,703.
	12	**Total revenue** Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11			12	18,527,441.
Expenses	13	Program services (from line 44, column (B))			13	18,321,060.
	14	Management and general (from line 44, column (C))			14	1,192,108.
	15	Fundraising (from line 44, column (D))			15	
	16	Payments to affiliates (attach schedule)			16	
	17	**Total expenses** Add lines 16 and 44, column (A)			17	19,513,168.
Net Assets	18	Excess or (deficit) for the year Subtract line 17 from line 12			18	-985,727.
	19	Net assets or fund balances at beginning of year (from line 73, column (A))			19	32,921,004.
	20	Other changes in net assets or fund balances (attach explanation)			20	
	21	Net assets or fund balances at end of year Combine lines 18, 19, and 20			21	31,935,277.

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Part II Statement of Functional Expenses All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. *(See the instructions.)*

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a Grants paid from donor advised funds (attach schedule) (cash $ ______ noncash $ ______) If this amount includes foreign grants, check here ▶ ☐	22a				
22b Other grants and allocations (attach schedule) (cash $ ______ noncash $ ______) If this amount includes foreign grants, check here ▶ ☐	22b				
23 Specific assistance to individuals (attach schedule)	23				
24 Benefits paid to or for members (attach schedule)	24				
25a Compensation of current officers, directors, key employees, etc listed in Part V-A (attach schedule)	25a	666,823.	495,171.	171,652.	
b Compensation of former officers, directors, key employees, etc listed in Part V-B (attach schedule)	25b				
c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)	25c				
26 Salaries and wages of employees not included on lines 25a, b, and c	26	5,801,249.	5,721,583.	79,666.	
27 Pension plan contributions not included on lines 25a, b, and c	27	741,220.	714,848.	26,372.	
28 Employee benefits not included on lines 25a - 27	28	1,509,142.	1,451,242.	57,900.	
29 Payroll taxes	29	509,066.	491,731.	17,335.	
30 Professional fundraising fees	30				
31 Accounting fees	31	82,540.	82,540.		
32 Legal fees	32	77,676.		77,676.	
33 Supplies	33	154,055.	93,334.	60,721.	
34 Telephone	34	186,298.	40,934.	145,364.	
35 Postage and shipping	35	67,161.	55,862.	11,299.	
36 Occupancy	36	423,268.	380,601.	42,667.	
37 Equipment rental and maintenance	37	130,338.	120,733.	9,605.	
38 Printing and publications	38	68,982.	62,873.	6,109.	
39 Travel	39	1,500,494.	1,482,602.	17,892.	
40 Conferences, conventions, and meetings	40	403,860.	381,505.	22,355	
41 Interest	41				
42 Depreciation, depletion, etc (attach schedule)	42	344,728.	87,778.	256,950.	STMT 1A
43 Other expenses not covered above (itemize)					
a STMT 1	43a	6,846,268.	6,657,723.	188,545.	
b	43b				
c	43c				
d	43d				
e	43e				
f	43f				
g	43g				
44 **Total functional expenses.** Add lines 22a through 43g (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44	19,513,168.	18,321,060.	1,192,108	

Joint Costs. Check ▶ ☐ if you are following SOP 98-2

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ▶ ☐ Yes ☒ No

If "Yes," enter (i) the aggregate amount of these joint costs $ ______, (ii) the amount allocated to Program services $ ______, (iii) the amount allocated to Management and general $ ______, and (iv) the amount allocated to Fundraising $ ______

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Part III **Statement of Program Service Accomplishments** *(See the instructions.)*

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ▶ SEE STATEMENT 2 All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts, but optional for others.)
a SEE STATEMENT 3A (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	18,321,060.
b (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
c (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
d (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
e Other program services (attach schedule) (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
f **Total of Program Service Expenses** (should equal line 44, column (B), Program services) ▶	18,321,060.

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Part IV **Balance Sheets** *(See the instructions.)*

Note: *Where required, attached schedules and amounts within the description column should be for end-of-year amounts only*

Section	Line	Description			(A) Beginning of year		(B) End of year
Assets	45	Cash - non-interest-bearing				45	
	46	Savings and temporary cash investments			31,214,828.	46	26,758,281.
	47a	Accounts receivable	47a	1,461,973.			
	b	Less allowance for doubtful accounts	47b		2,505.	47c	1,461,973.
	48a	Pledges receivable	48a				
	b	Less allowance for doubtful accounts	48b			48c	
	49	Grants receivable			817,712.	49	3,372,984.
	50a	Receivables from current and former officers, directors, trustees, and key employees (attach schedule)				50a	
	b	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)				50b	
	51a	Other notes and loans receivable (attach schedule)	51a				
	b	Less allowance for doubtful accounts	51b			51c	
	52	Inventories for sale or use				52	
	53	Prepaid expenses and deferred charges			20,140.	53	93,742.
	54a	Investments - publicly-traded securities ▶ ☐ Cost ☐ FMV				54a	
	b	Investments - other securities (attach schedule) ▶ ☐ Cost ☐ FMV				54b	
	55a	Investments - land, buildings, and equipment. basis	55a				
	b	Less accumulated depreciation (attach schedule)	55b			55c	
	56	Investments - other (attach schedule)				56	
	57a	Land, buildings, and equipment basis	57a	3,523,425	STMT 1A		
	b	Less accumulated depreciation (attach schedule)	57b	467,393.	615,775.	57c	3,056,032.
	58	Other assets, including program-related investments (describe ▶ STMT 3)			1,256,400.	58	1,033,247.
	59	**Total assets** (must equal line 74) Add lines 45 through 58			33,927,360.	59	35,776,259.
Liabilities	60	Accounts payable and accrued expenses			818,127.	60	1,708,213.
	61	Grants payable				61	
	62	Deferred revenue			40,000.	62	2,083,704.
	63	Loans from officers, directors, trustees, and key employees (attach schedule)				63	
	64a	Tax-exempt bond liabilities (attach schedule)				64a	
	b	Mortgages and other notes payable (attach schedule)				64b	
	65	Other liabilities (describe ▶ STMT 4)			148,229.	65	49,065.
	66	**Total liabilities.** Add lines 60 through 65			1,006,356.	66	3,840,982.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here** ▶ ☒ and complete lines 67 through 69 and lines 73 and 74					
	67	Unrestricted			18,450,909.	67	17,866,160.
	68	Temporarily restricted			14,470,095.	68	14,069,117.
	69	Permanently restricted				69	
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 70 through 74					
	70	Capital stock, trust principal, or current funds				70	
	71	Paid-in or capital surplus, or land, building, and equipment fund				71	
	72	Retained earnings, endowment, accumulated income, or other funds				72	
	73	**Total net assets or fund balances** (add lines 67 through 69 **or** lines 70 through 72 (Column (A) **must** equal line 19 and column (B) **must** equal line 21)			32,921,004.	73	31,935,277.
	74	**Total liabilities and net assets/fund balances.** Add lines 66 and 73			33,927,360.	74	35,776,259.

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Part IV-A Reconciliation of Revenue per Audited Financial Statements With Revenue per Return *(See the instructions)*

a	Total revenue, gains, and other support per audited financial statements			a	20,683,748.
b	Amounts included on line a but not on Part I, line 12				
1	Net unrealized gains on investments	b1			
2	Donated services and use of facilities	b2	2,156,307. STMT 2A		
3	Recoveries of prior year grants	b3			
4	Other (specify)	b4			
	Add lines b1 through b4			b	2,156,307.
c	Subtract line b from line a			c	18,527,441.
d	Amounts included on Part I, line 12, but not on line a:				
1	Investment expenses not included on Part I, line 6b	d1			
2	Other (specify)	d2			
	Add lines d1 and d2			d	
e	**Total revenue** (Part I, line 12) Add lines c and d ▶			e	18,527,441.

Part IV-B Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

a	Total expenses and losses per audited financial statements			a	21,669,475.
b	Amounts included on line a but not on Part I, line 17				
1	Donated services and use of facilities	b1	2,156,307. STMT 2A		
2	Prior year adjustments reported on Part I, line 20	b2			
3	Losses reported on Part I, line 20	b3			
4	Other (specify)	b4			
	Add lines b1 through b4			b	2,156,307.
c	Subtract line b from line a			c	19,513,168.
d	Amounts included on Part I, line 17, but not on line a:				
1	Investment expenses not included on Part I, line 6b	d1			
2	Other (specify)	d2			
	Add lines d1 and d2			d	
e	**Total expenses** (Part I, line 17). Add lines c and d ▶			e	19,513,168.

Part V-A **Current Officers, Directors, Trustees, and Key Employees** (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated) *(See 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 & deferred compensation plans	(E) Expense account and other allowances
SEE STATEMENTS 5 - 6		581,605.	85,218.	NONE

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Part V-A Current Officers, Directors, Trustees, and Key Employees *(continued)*

		Yes	No
75a Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings ▶ 9			
b Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s)	75b		X
c Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of "related organization" SEE STATEMENT 7 ▶	75c	X	
If "Yes," attach a statement that includes the information described in the instructions			
d Does the organization have a written conflict of interest policy?	75d	X	

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column See the instructions)

(A) Name and address	(B) Loans and Advances	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
	-0-	-0-	-0-	-0-

Part VI Other Information *(See the instructions)*

		Yes	No
76 Did the organization make a change in its activities or methods of conducting activities? If "Yes," attach a detailed statement of each change	76		X
77 Were any changes made in the organizing or governing documents but not reported to the IRS?	77		X
If "Yes," attach a conformed copy of the changes			
78a Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return? NO UBTI ACTIVITIES DURING 2006. A FORM 990-T WAS FILED FOR REQUESTING TELEPHONE EXCISE TAX CREDIT PURPOSE ONLY.	78a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	78b	N/A	
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79		X
80a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc , to any other exempt or nonexempt organization?	80a	X	
b If "Yes," enter the name of the organization ▶ STMT 8 and check whether it is [X] exempt or [ ] nonexempt			
81a Enter direct and indirect political expenditures (See line 81 instructions) 81a			
b Did the organization file Form 1120-POL for this year?	81b		X

Part VI Other Information *(continued)*

				Yes	No
82 a Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?			82a	X	
b If "Yes," you may indicate the value of these items here Do not include this amount as revenue in Part I or as an expense in Part II (See instructions in Part III)	82b	2,156,307.	STMT	2A	
83 a Did the organization comply with the public inspection requirements for returns and exemption applications?			83a	X	
b Did the organization comply with the disclosure requirements relating to *quid pro quo* contributions?			83b	X	
84 a Did the organization solicit any contributions or gifts that were not tax deductible?			84a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			84b	N/A	
85 *501(c)(4), (5), or (6) organizations* a Were substantially all dues nondeductible by members?			85a	N/A	
b Did the organization make only in-house lobbying expenditures of $2,000 or less?			85b	N/A	
If "Yes" was answered to either 85a or 85b, **do not** complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year					
c Dues, assessments, and similar amounts from members	85c	N/A			
d Section 162(e) lobbying and political expenditures	85d	N/A			
e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	N/A			
f Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	N/A			
g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?			85g	N/A	
h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?			85h	N/A	
86 *501(c)(7) orgs* Enter a Initiation fees and capital contributions included on line 12	86a	N/A			
b Gross receipts, included on line 12, for public use of club facilities	86b	N/A			
87 *501(c)(12) orgs* Enter a Gross income from members or shareholders	87a	N/A			
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	87b	N/A			
88 b At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Part IX			88a		X
b At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI ▶			88b		X
89 a *501(c)(3) organizations* Enter Amount of tax imposed on the organization during the year under section 4911 ▶ NONE , section 4912 ▶ NONE , section 4955 ▶ NONE					
b *501(c)(3) and 501(c)(4) orgs* Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction			89b		X
c Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ NONE					
d Enter Amount of tax on line 89c, above, reimbursed by the organization ▶ NONE					
e *All organizations* At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?			89e		X
f *All organizations* Did the organization acquire a direct or indirect interest in any applicable insurance contract?			89f		X
g *For supporting organizations and sponsoring organizations maintaining donor advised funds* Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			89g		X

90 a List the states with which a copy of this return is filed ▶ NEW JERSEY, NEW YORK

b Number of employees employed in the pay period that includes March 12, 2006 (See instructions) 90b 76

91 a The books are in care of ▶ ANGELO FEDERICO Telephone no ▶ 212-500-2600

Located at ▶ 151 EAST 61ST STREET, NEW YORK, NY ZIP + 4 ▶ 10065

		Yes	No
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	91b		X
If "Yes," enter the name of the foreign country ▶			
See the instructions for exceptions and filing requirements for **Form TD F 90-22.1,** Report of Foreign Bank and Financial Accounts			

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Part VI Other Information *(continued)*

			Yes	No
c	At any time during the calendar year, did the organization maintain an office outside of the United States?	91c		X

If "Yes," enter the name of the foreign country ▶

92 *Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of* **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the tax year ▶ | 92 | N/A

Part VII Analysis of Income-Producing Activities *(See the instructions.)*

Note: *Enter gross amounts unless otherwise indicated*	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue					
a ADVISORY AND					
b RESEARCH FEES					529,227.
c SHARED SERVICE FEES					3,212,967.
d PARTICIPANT FEES					1,464,311.
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	1,425,188.	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue a					
b OTHER INCOME			18	608,703.	
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))				2,033,891.	5,206,505.

105 **Total** (add line 104, columns (B), (D), and (E)) ▶ 7,240,396.

Note: *Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I*

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes *(See the instructions.)*

Line No. ▼	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
	STMT 8A

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities *(See the instructions.)*

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
	%	[redacted]		
	%			
	%			

Part X Information Regarding Transfers Associated with [redacted]

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay pr [redacted]

(b) Did the organization, during the year, pay premiums, directly o [redacted]

Note: *If "Yes" to (b), file Form 8870 and Form 4720 (see instructions)* [redacted]

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Part XI Information Regarding Transfers To and From Controlled Entities. *Complete only if the organization is a controlling organization as defined in section 512(b)(13).*

		Yes	No
106	Did the reporting organization **make** any transfers **to** a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.		X

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
	Totals			

		Yes	No
107	Did the reporting organization **receive** any transfers **from** a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity		X

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
	Totals			

		Yes	No
108	Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?		X

Please Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

▶ A. Barnaby Gibson 12/4/2008
Signature of officer Date

▶ D. BARNABY GIBSON, GEN. COUNSEL, TREASURER & SECRETARY
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶	Date 1/30/2008	Check if self-employed ▶ ☐	Preparer's SSN or PTIN (See Gen Inst X)
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶	PRICEWATERHOUSECOOPERS LLP	EIN ▶	13-4008324
	300 MADISON AVENUE	Phone no ▶	646-471-3000
	NEW YORK, NY 10017		

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AMENDED RETURN

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n), or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information - (See separate instructions.)

▶ MUST be completed by the above organizations and attached to their Form 990 or 990-EZ

OMB No 1545-0047

2006

Name of the organization: ITHAKA HARBORS, INC.

Employer identification number: 30-0152775

Part I **Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**
(See page 2 of the instructions. List each one If there are 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 & deferred compensation	(e) Expense account and other allowances
SEE STATEMENT 9				
Total number of other employees paid over $50,000 ▶	51			

Part II-A **Compensation of the Five Highest Paid Independent Contractors for Professional Services**
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 10		
Total number of others receiving over $50,000 for professional services ▶	NONE	

Part II-B **Compensation of the Five Highest Paid Independent Contractors for Other Services**
(List each contractor who performed services other than professional services, whether individuals or firms If there are none, enter "None." See page 2 of the instructions)

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 11		
Total number of other contractors receiving over $50,000 for other services ▶	9	

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AMENDED RETURN

Part III **Statements About Activities** (See page 2 of the instructions.)

			Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ $ ________ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B)	1		X
	Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities			
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? *(If the answer to any question is "Yes," attach a detailed statement explaining the transactions)*			
a	Sale, exchange, or leasing of property? STMT.12	2a	X	
b	Lending of money or other extension of credit?	2b		X
c	Furnishing of goods, services, or facilities?	2c		X
d	Payment of compensation (or payment or reimbursement of expenses if more than $1,000)? FORM 990, PART V	2d	X	
e	Transfer of any part of its income or assets?	2e		X
3a	Did the organization make grants for scholarships, fellowships, student loans, etc ? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments)	3a		X
b	Did the organization have a section 403(b) annuity plan for its employees?	3b	X	
c	Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement	3c		X
d	*Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?*	3d		X
4a	Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g If "No," complete lines 4f and 4g	4a		X
b	Did the organization make any taxable distributions under section 4966?	4b		X
c	Did the organization make a distribution to a donor, donor advisor, or related person?	4c		X
d	Enter the total number or donor advised funds owned at the end of the tax year ▶			
e	Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ▶			
f	Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the rights to provide advice on the distribution or investment of amounts in such funds or accounts ▶			
g	Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year ▶			

Part IV Reason for Non-Private Foundation Status (See pages 4 through 7 of the instructions)

I certify that the organization is not a private foundation because it is (Please check only **ONE** applicable box)

5 [ ] A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)

6 [ ] A school Section 170(b)(1)(A)(ii) (Also complete Part V)

7 [ ] A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)

8 [ ] A federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)

9 [ ] A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) **Enter the hospital's name, city, and state** ▶

10 [ ] An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)

11 a [ ] An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)

11 b [ ] A community trust Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)

12 [ ] An organization that normally receives **(1) more than 33 1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc , functions - subject to certain exceptions, and **(2) no more than 33 1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the by the organization after June 30, 1975 See section 509(a)(2) (Also complete the **Support Schedule** in Part IV-A)

13 [X] An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3) Check the box that describes the type of supporting organization

[ ] Type I [ ] Type II [X] Type III - Functionally Integrated [ ] Type III - Other

Provide the following information about the supported organizations. (See page 7 of the instructions)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents? Yes	No	(e) Amount of support
JSTOR	13-3857105	12	X		498,372.
Total ▶					498,372.

14 [ ] An organization organized and operated to test for public safety Section 509(a)(4) (See page 7 of the instructions)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12) *Use cash method of accounting.*

Note: *You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting* NOT APPLICABLE

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants See line 28)					
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc , purpose					
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975					
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income Attach a schedule Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22					
24 Line 23 minus line 17					
25 Enter 1% of line 23					

26 ***Organizations described on lines 10 or 11.*** a Enter 2% of amount in column (e), line 24 NOT APPLICABLE ▶ 26a

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2002 through 2005 exceeded the amount shown in line 26a **Do not file this list with your return.** Enter the total of all these excess amounts ▶ 26b

c Total support for section 509(a)(1) test Enter line 24, column (e) ▶ 26c

d Add Amounts from column (e) for lines 18 ______ 19 ______ 22 ______ 26b ______ ▶ 26d

e Public support (line 26c minus line 26d total) ▶ 26e

f **Public support percentage (line 26e (numerator) divided by line 26c (denominator))** ▶ 26f %

27 **Organizations described on line 12.** a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person" **Do not file this list with your return.** Enter the sum of such amounts for each year

NOT APPLICABLE

(2005) ______ (2004) ______ (2003) ______ (2002) ______

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the **larger** of **(1)** the amount on line 25 for the year or **(2)** $5,000 (Include in the list organizations described in lines 5 through 11b, as well as individuals) **Do not file this list with your return.** After computing the difference between the amount received and the larger amount described in **(1)** or **(2)**, enter the sum of these differences (the excess amounts) for each year

(2005) ______ (2004) ______ (2003) ______ (2002) ______

c Add Amounts from column (e) for lines 15 ______ 16 ______ 17 ______ 20 ______ 21 ______ ▶ 27c

d Add Line 27a total ______ and line 27b total ______ ▶ 27d

e Public support (line 27c total minus line 27d total) ▶ 27e

f Total support for section 509(a)(2) test Enter amount from line 23, column (e) ▶ 27f

g **Public support percentage (line 27e (numerator) divided by line 27f (denominator))** ▶ 27g %

h **Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))** ▶ 27h %

28 **Unusual Grants**· For an organization described in line 10, 11, or 12 that received any unusual grants during 2002 through 2005, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant **Do not file this list with your return.** Do not include these grants in line 15

AMENDED RETURN

Part V **Private School Questionnaire** (See page 9 of the instructions.) NOT APPLICABLE

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

			Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?	31		
	If "Yes," please describe, if "No," please explain (If you need more space, attach a separate statement)			
32	Does the organization maintain the following			
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c		
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d		
	If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)			
33	Does the organization discriminate by race in any way with respect to			
a	Students' rights or privileges?	33a		
b	Admissions policies?	33b		
c	Employment of faculty or administrative staff?	33c		
d	Scholarships or other financial assistance?	33d		
e	Educational policies?	33e		
f	Use of facilities?	33f		
g	Athletic programs?	33g		
h	Other extracurricular activities?	33h		
	If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement)			
34 a	Does the organization receive any financial aid or assistance from a governmental agency?	34a		
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement	34b		
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation	35		

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AMENDED RETURN

Part VI-A **Lobbying Expenditures by Electing Public Charities** (See page 10 of the instructions.)
(To be completed **ONLY** by an eligible organization that filed Form 5768) NOT APPLICABLE

Check ▶ a [ ] if the organization belongs to an affiliated group Check ▶ b [ ] if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred)		(a) Affiliated group totals	(b) To be completed for all electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		
38 Total lobbying expenditures (add lines 36 and 37)	38		
39 Other exempt purpose expenditures	39		
40 Total exempt purpose expenditures (add lines 38 and 39)	40		
41 Lobbying nontaxable amount Enter the amount from the following table -	41		
42 Grassroots nontaxable amount (enter 25% of line 41)	42		
43 Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43		
44 Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44		

If the amount on line 40 is -	**The lobbying nontaxable amount is -**
Not over $500,000	20% of the amount on line 40
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000

Caution: *If there is an amount on either line 43 or line 44, you must file Form 4720*

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below See the instructions for lines 45 through 50 on page 13 of the instructions)

	Lobbying Expenditures During 4-Year Averaging Period				
Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B **Lobbying Activity by Nonelecting Public Charities** NOT APPLICABLE
(For reporting only by organizations that did not complete Part VI-A) (See page 13 of the instructions)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h)			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities

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Part VII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations** (See page 13 of the instructions)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a Transfers from the reporting organization to a noncharitable exempt organization of			
(i) Cash	51a(i)		X
(ii) Other assets	a(ii)		X
b Other transactions:			
(i) Sales or exchanges of assets with a noncharitable exempt organization	b(i)		X
(ii) Purchases of assets from a noncharitable exempt organization	b(ii)		X
(iii) Rental of facilities, equipment, or other assets	b(iii)		X
(iv) Reimbursement arrangements	b(iv)		X
(v) Loans or loan guarantees	b(v)		X
(vi) Performance of services or membership or fundraising solicitations	b(vi)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

52a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ▶ ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

FORM 990, PART II - OTHER EXPENSES

DESCRIPTION	TOTAL	PROGRAM SERVICES	MANAGEMENT AND GENERAL
OTHER PROFESSIONAL FEES			
CONSULTANTS FEES	3,647,760.	3,597,717.	50,043.
HOSTING FEES	1,849,430.	1,849,430.	
TEMPORARY HELP	273,143.	253,797.	19,346.
INSURANCE	74,084.		74,084.
INTERNET COST	49,129.	45,108.	4,021.
EMPLOYEE DEVELOPMENT & RECRUITMENT	123,037.	121,665.	1,372.
COPYRIGHT & FILING	1,045.		1,045.
OTHER FEES	26,368.	12,822.	13,546.
DESIGN & MATERIAL	4,713.	4,713.	
MARKETING & PROMOTIONS	23,637.	23,637.	
HARDWARE & SOFTWARE	773,922.	748,834.	25,088.
TOTALS	6,846,268.	6,657,723.	188,545.

AMENDED RETURN

ITHAKA HARBORS, INC
FOR THE YEAR ENDED DECEMBER 31, 2006

EIN: 30-0152776

FORM 990, PART II, LINE 42 AND PART IV, LINE 57 - DEPRECIATION EXPENSES AND FIXED ASSETS

	Cost				Accumulated Depreciation				
Fixed Asset	Balance at 1/1/06	Additions	Dispositions	Balance at 12/31/06	Balance at 1/1/06	Current year Depreciation	Dispositions	Balance at 12/31/06	Net Book Value at 12/31/06
Real Estate - 300 E. 54th Street	-	1,100,000	-	1,100,000	-	20,000	-	20,000	1,080,000
Furniture & Fixtures	265,106	443,079	(265,106)	443,079	66,277	110,585	(132,554)	44,308	398,771
Office Equipment	-	124,986	-	124,986	-	12,499	-	12,499	112,487
Office Equipment-Aluka	-	6,700	-	6,700	-	670	-	670	6,030
Computer Equipment-Aluka	-	5,000	-	5,000	-	500	-	500	4,500
Leasehold Improvements	-	440,146	-	440,146	-	29,343	-	29,343	410,803
Software	90,266	20,675	-	110,941	42,466	33,534	-	76,000	34,941
Software - NITLE	-	36,383	-	36,383	-	6,064	-	6,064	30,319
Software-Aluka	5,300	-	-	5,300	883	1,767	-	2,650	2,650
Public Servers	198,329	202,097	-	400,426	59,499	50,989	-	110,488	289,938
Public Servers - Portico	148,869	320,492	-	469,361	41,115	34,979	-	76,094	393,267
Public Servers - NITLE	-	11,383	-	11,383	-	1,138	-	1,138	10,245
Public Servers - Aluka	163,125	206,595	-	369,720	44,980	42,660	-	87,640	282,080
TOTAL	870,995	2,917,536	(265,106)	3,523,425	255,221	344,728	(132,554)	467,393	3,056,032
				PART IV, L57a		PART II, L42		PART IV, L57b	PART IV, L57c

STATEMENT 1A

FORM 990, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE
==

ITHAKA HARBORS, INC. ("ITHAKA") IS DEDICATED TO ACCELERATING THE CREATION, DEVELOPMENT AND SUCCESS OF NOT-FOR-PROFIT ORGANIZATIONS FOCUSED ON DEPLOYING NEW TECHNOLOGIES FOR THE BENEFIT OF THE SCHOLARLY COMMUNITY. ITHAKA'S FOUR PRIMARY AREAS OF ACTIVITY ARE INCUBATING PROMISING AND IMPORTANT PROJECTS AND NEW IDEAS; SUPPORTING AFFILIATED ORGANIZATIONS THROUGH SHARING OF RESOURCES; CONDUCTING RESEARCH ON THE IMPACT OF ADVANCING TECHNOLOGIES ON THE SCHOLARLY COMMUNITY; AND PROVIDING STRATEGIC ASSISTANCE AND ADVICE TO OTHER ORGANIZATIONS ENGAGED IN RELATED ACTIVITIES.

AMENDED RETURN

ITHAKA HARBORS, INC. EIN: 30-0152775
FOR THE YEAR ENDED DECEMBER 31, 2006

DURING 2006, ITHAKA HARBORS, INC. ("ITHAKA") RECEIVED UNRESTRICTED GRANT FUNDING OF $3,256,307 AND RESTRICTED GRANT FUNDING OF $6,261,469 FROM THE ANDREW W. MELLON FOUNDATION (THE "FOUNDATION") FOR ONGOING OPERATING EXPENSES AND TO SUPPORT COLLECTION DEVELOPMENT. THIS FUNDING INCLUDED IN-KIND CHARITABLE CONTRIBUTIONS OF $2,156,307 FROM THE FOUNDATION, WHICH ARE NOT INCLUDED IN REVENUE OR EXPENSES IN THE TAX RETURN. EXPENSES INCLUDED IN CHARITABLE IN-KIND CONTRIBUTIONS WERE BASED ON AN ALLOCATION OF PERSONNEL AND SALARY EXPENSE BASED ON TIME FOUNDATION EMPLOYEES SPENT WORKING ON ITHAKA MATTERS AND AN ALLOCATION OF COSTS ASSOCIATED WITH FACILITIES AND UTILITIES PROVIDED TO ITHAKA AND OTHER GENERAL EXPENSES INCURRED FOR ITHAKA.

THE FOUNDATION ALSO PROVIDES CERTAIN INVESTMENT SERVICES AND LEGAL ADVICE TO ITHAKA. THE DOLLAR VALUE OF THESE SERVICES IS NOT BELIEVED TO BE MATERIAL.

FORM 990, PART IV - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
DUE FROM JSTOR	476,046.	518,011.
DUE FROM ARTSTOR	395,196.	189,702.
DUE FROM THE ANDREW W. MELLON FOUNDATION	346,930.	258,298.
SECURITY DEPOSITS	38,228.	67,236.
TOTALS	1,256,400.	1,033,247.

ITHAKA HARBORS, INC. 30-0152775

FORM 990, PART III - PROGRAM SERVICES
===

DESCRIPTION	EXPENSES
OTHER SERVICES ITHAKA'S PRIMARY ACTIVITIES INCLUDE INCUBATING PROMISING AND IMPORTANT PROJECTS AND NEW IDEAS; SUPPORTING AFFILIATED ORGANIZATIONS THROUGH THE SHARING OF RESOURCES; CONDUCTING RESEARCH AND PROVIDING STRATEGIC ASSISTANCE TO OTHER ORGANIZATIONS ENGAGED IN RELATED ACTIVITIES.	833,193.
RESEARCH THE RESEARCH PROGRAM IS DEDICATED TO SUPPORTING ITHAKA'S AFFILIATED NON-PROFIT ORGANIZATIONS AND THE INCUBATED ENTITIES WHILE ALSO INFORMING THE GENERAL HIGHER EDUCATION COMMUNITY OF THE IMPACT OF NEW TECHNOLOGIES.	791,549.
STRATEGIC ADVISORY THE STRATEGIC ADVISORY GROUP OFFERS STRATEGIC ASSISTANCE AND ADVICE TO OTHER NON-PROFIT ORGANIZATIONS ENGAGED IN RELATED ACTIVITIES.	362,961.
SHARED SERVICES THE SHARED SERVICES OFFER FINANCE, HUMAN RESOURCES AND INFORMATION TECHNOLOGY ASSISTANCE TO ITHAKA'S INCUBATED PROJECTS AND OTHER NON-PROFIT ORGANIZATIONS ENGAGED IN RELATED ACTIVITIES.	4,635,737.

ITHAKA HARBORS, INC. 30-0152775

FORM 990, PART III - PROGRAM SERVICES

DESCRIPTION	EXPENSES
ALUKA ALUKA'S MISSION IS TO MAKE PRIMARY SOURCE MATERIAL FROM THE DEVELOPING WORLD MORE WIDELY AVAILABLE IN DIGITAL FORM.	3,469,135.
NITLE NITLE'S MISSION IS TO HELP SMALLER COLLEGES MAKE FULL USE OF ELECTRONIC AND NETWORKING TECHNOLOGIES TO ENHANCE TEACHING AND RESEARCH.	4,283,785.
PORTICO PORTICO'S MISSION IS TO PRESERVE SCHOLARLY LITERATURE PUBLISHED IN ELECTRONIC FORM TO ENSURE THAT THESE MATERIALS REMAIN ACCESSIBLE TO FUTURE SCHOLARS, RESEARCHERS, AND STUDENTS.	3,944,700.
TOTAL PROGRAM SERVICE EXPENSES:	18,321,060.

FORM 990, PART IV - OTHER LIABILITIES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
DUE TO JSTOR	46,497.	40,012.
DUE TO ARTSTOR	84,925.	9,053.
DUE TO THE ANDREW W. MELLON FOUNDATION	16,807.	NONE
TOTALS	148,229.	49,065.

AMENDED RETURN

ITHAKA HARBORS, INC. 30-0152775

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
KEVIN M. GUTHRIE C/O ITHAKA HARBORS, INC. 151 EAST 61ST STREET NEW YORK, NY 10065	PRESIDENT 40.00	362,726.	54,922.	NONE
D. BARNABY GIBSON C/O ITHAKA HARBORS, INC. 151 EAST 61ST STREET NEW YORK, NY 10065	GENERAL COUNSEL, TREASURER & SECRETARY 40.00	199,779.	30,296.	NONE
WILLIAM G. BOWEN C/O ITHAKA HARBORS, INC. 151 EAST 61ST STREET NEW YORK, NY 10065	CHAIRMAN 2.00	14,100.	NONE	NONE
PAUL A. BREST C/O ITHAKA HARBORS, INC. 151 EAST 61ST STREET NEW YORK, NY 10065	VICE CHAIRMAN 2.00	NONE	NONE	NONE
CHARLES E. EXLEY, JR. C/O ITHAKA HARBORS, INC. 151 EAST 61ST STREET NEW YORK, NY 10065	TRUSTEE 2.00	NONE	NONE	NONE
CHARLES M. VEST C/O ITHAKA HARBORS, INC. 151 EAST 61ST STREET NEW YORK, NY 10065	TRUSTEE 2.00	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DEANNA B. MARCUM C/O ITHAKA HARBORS, INC. 151 EAST 61ST STREET NEW YORK, NY 10065	TRUSTEE 2.00	NONE	NONE	NONE
KENNETH C. FRAZIER C/O ITHAKA HARBORS, INC. 151 EAST 61ST STREET NEW YORK, NY 10065	TRUSTEE 2.00	NONE	NONE	NONE
LAWRENCE R. RICCIARDI C/O ITHAKA HARBORS, INC. 151 EAST 61ST STREET NEW YORK, NY 10065	TRUSTEE 2.00	NONE	NONE	NONE
MAMPHELA A. RAMPHELE C/O ITHAKA HARBORS, INC. 151 EAST 61ST STREET NEW YORK, NY 10065	TRUSTEE 2.00	5,000.	NONE	NONE
W. DRAKE MCFEELY C/O ITHAKA HARBORS, INC. 151 EAST 61ST STREET NEW YORK, NY 10065	TRUSTEE 2.00	NONE	NONE	NONE
	GRAND TOTALS	581,605.	85,218.	NONE

FORM 990, PART V-A COMPENSATION PROVIDED BY RELATED ORGANIZATION

NAME, ORGANIZATION NAME, RELATIONSHIP	EMPLOYER ID #	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WILLIAM G. BOWEN	THE AMOUNT LISTED BELOW IS COMPENSATION PAID TO WILLIAM G. BOWEN AS HE SERVED AS A TRUSTEE FOR JSTOR'S BOARD OF DIRECTORS DURING 2006.			
JSTOR TRUSTEE	13-3857105	5,000.	NONE	NONE
	GRAND TOTALS	5,000.	NONE	NONE

FORM 990, PART VI - NAMES OF RELATED ORGANIZATIONS
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RELATED ORGANIZATION NAME: ARTSTOR INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: JSTOR

EXEMPT: X NONEXEMPT:

FORM 990, PART VIII - ACCOMPLISHMENT OF EXEMPT PURPOSES

LINE NO.	EXPLANATION OF HOW EACH ACTIVITY FOR WHICH INCOME IS REPORTED IN COLUMN (E) OF PART VII CONTRIBUTED IMPORTANTLY TO THE ACCOMPLISHMENT OF EXEMPT PURPOSES
93A TO 93D	SEE STATEMENT 1 AND 3A. ITHAKA'S INCUBATED ENTITIES ALUKA, NITLE AND PORTICO ADVANCE ITS EXEMPT PURPOSES BY USING TECHNOLOGY TO PROVIDE SCHOLARS WITH ACCESS TO CONTENT THAT WOULD OTHERWISE BE DIFFICULT OR IMPOSSIBLE TO LOCATE(ALUKA), PROVIDING TRAINING TO FACULTY IN THE USE OF NEW TECHNOLOGY (NITLE), AND PRESERVING SCHOLARLY LITERATURE IN ELECTRONIC FORM(PORTICO), RESPECTIVELY. ITHAKA'S RESEARCH AND ADVISORY SERVICES HELP THE HIGHER EDUCATION UNDERSTAND AND TAKE ADVANTAGE OF THE OPPORTUNITIES PRESENTED BY NEW TECHNOLOGIES ITHAKA'S SHARED SERVICES ALLOW THE INCUBATED ENTITIES AND OTHER NOT-FOR-PROFIT ORGANIZATIONS ENGAGED IN RELATED ACTIVITIES TO COORDINATE THEIR EFFORTS AND REDUCE THEIR ADMINISTRATIVE COSTS.

SCHEDULE A, PART I - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCOUNT
JO ELLEN PARKER C/O ITHAKA HARBORS, INC 151 EAST 61ST STREET NEW YORK, NY 10065	EXECUTIVE DIRECTOR 40.00	221,344.	44,024.	NONE
THOMAS NYGREN C/O ITHAKA HARBORS, INC. 151 EAST 61ST STREET NEW YORK, NY 10065	EXECUTIVE DIRECTOR 40.00	210,879.	43,141.	NONE
STEPHEN LUCAS C/O ITHAKA HARBORS, INC. 151 EAST 61ST STREET NEW YORK, NY 10065	VP - SHARED SERVICES 40.00	206,943.	43,862.	NONE
EILEEN FENTON GIFFORD C/O ITHAKA HARBORS, INC. 151 EAST 61ST STREET NEW YORK, NY 10065	EXECUTIVE DIRECTOR 40.00	167,751.	32,637.	NONE
TONI TRACY C/O ITHAKA HARBORS, INC. 151 EAST 61ST STREET NEW YORK, NY 10065	DIR PUBLISHER RELATIONS 40.00	165,796.	25,581.	NONE
	TOTAL COMPENSATION	972,713.	189,245.	NONE

SCH. A, PART II-A COMPENSATION OF THE 5 HIGHEST PAID FOR PROF. SERV.

PRICEWATERHOUSECOOPERS LLP P.O. BOX 7247-8001 PHILADELPHIA, PA 19170-8001	TAX & AUDITING	50,540.
	TOTAL COMPENSATION	50,540.

SCH. A, PART II-B COMPENSATION OF THE 5 HIGHEST PAID FOR OTHER SERV.

GREAT LAKES COLLEGE ASSOCIATIONS 535 WEST WILLIAM, SUITE 301 ANN ARBOR, MI 48103	HOST SITE	945,970.
MIDDLEBURY COLLEGE SERVICE BUILDING MIDDLEBURY, VT 05753	HOST SITE	903,524.
NCS TECHNOLOGIES 15 CORPORATE PLACE SOUTH PISCATAWAY, NJ 08854	CONTRACT PROGRAMMING	625,228.
SOUTHWESTERN UNIVERSITY P.O. BOX 770 GEAIRGETOWN, TX 78627	HOST SITE	624,075.
ODYSSEY LP 550 FIFTEENTH STREET SAN FRANCISCO, CA 94103	RESEARCH	533,552.
TOTAL COMPENSATION		3,632,349.

SCHEDULE A, PART III - EXPLANATION FOR LINE 2A
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DURING 2006, ITHAKA HARBORS, INC. RECEIVED $28,200 FROM WILLIAM G. BOWEN, A TRUSTEE, FOR THE USE OF REAL PROPERTY DURING THE PERIOD FROM JULY 2006 THROUGH DECEMBER 2006. THE AMOUNT PAID AS RENT WAS DETERMINED BY AN INDEPENDENT APPRAISAL OF THE FAIR MARKET RENTAL VALUE OF THE PROPERTY.