

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

Department of the Treasury
Internal Revenue Service**2009**

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

For calendar year 2009, or tax year beginning

, and ending

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

Use the IRS label Otherwise, print or type. See Specific Instructions.	Name of foundation THE RANDOLPH FOUNDATION Number and street (or P O box number if mail is not delivered to street address) 255 EAST 49TH STREET Room/suite 23D City or town, state, and ZIP code NEW YORK, NY 10017			A Employer identification number 47-0892971 B Telephone number (212) 752-7148 C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►																																																																																																																																																																																				
H Check type of organization	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation																																																																																																																																																																																							
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)	► \$ 57,143,420.	J Accounting method	<input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH																																																																																																																																																																																					
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)																																																																																																																																																																																			
Revenue	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">1 Contributions, gifts, grants, etc., received</td> <td style="width: 10%;"></td> <td style="width: 10%;"></td> <td style="width: 10%;"></td> <td style="width: 10%; text-align: center;">N/A</td> </tr> <tr> <td>2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>3 Interest on savings and temporary cash investments</td> <td style="text-align: right;">303.</td> <td style="text-align: right;">303.</td> <td></td> <td style="text-align: center;">Statement 1</td> </tr> <tr> <td>4 Dividends and interest from securities</td> <td style="text-align: right;">659,526.</td> <td style="text-align: right;">612,305.</td> <td></td> <td style="text-align: center;">Statement 2</td> </tr> <tr> <td>5a Gross rents</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>b Net rental income or (loss)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>6a Net gain or (loss) from sale of assets not on line 10</td> <td style="text-align: right;">-929,948.</td> <td></td> <td></td> <td></td> </tr> <tr> <td>b Gross sales price for all assets on line 6a</td> <td style="text-align: right;">10,246,536.</td> <td></td> <td></td> <td></td> </tr> <tr> <td>7 Capital gain net income (from Part IV, line 2)</td> <td style="text-align: right;">0.</td> <td></td> <td></td> <td></td> </tr> <tr> <td>8 Net short-term capital gain</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>9 Income modifications</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>10a Gross sales less returns and allowances</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>b Less Cost of goods sold</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>c Gross profit or (loss)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>11 Other income</td> <td style="text-align: right;">3,120.</td> <td style="text-align: right;">3,120.</td> <td></td> <td style="text-align: center;">Statement 3</td> </tr> <tr> <td>12 Total Add lines 1 through 11</td> <td style="text-align: right;">-266,999.</td> <td style="text-align: right;">615,728.</td> <td></td> <td></td> </tr> <tr> <td>13 Compensation of officers, directors, trustees, etc</td> <td style="text-align: right;">329,590.</td> <td style="text-align: right;">115,199.</td> <td></td> <td style="text-align: center;">214,391.</td> </tr> <tr> <td>14 Other employee salaries and wages</td> <td style="text-align: right;">289,022.</td> <td style="text-align: right;">44,073.</td> <td></td> <td style="text-align: center;">244,949.</td> </tr> <tr> <td>15 Pension plans, employee benefits</td> <td style="text-align: right;">293,095.</td> <td style="text-align: right;">80,019.</td> <td></td> <td style="text-align: center;">213,076.</td> </tr> <tr> <td>16a Legal fees Stmt 4</td> <td style="text-align: right;">26,874.</td> <td style="text-align: right;">1,724.</td> <td></td> <td style="text-align: center;">25,150.</td> </tr> <tr> <td>b Accounting fees Stmt 5</td> <td style="text-align: right;">60,806.</td> <td style="text-align: right;">26,953.</td> <td></td> <td style="text-align: center;">33,853.</td> </tr> <tr> <td>c Other professional fees Stmt 6</td> <td style="text-align: right;">498,555.</td> <td style="text-align: right;">351,675.</td> <td></td> <td style="text-align: center;">93,300.</td> </tr> <tr> <td>17 Interest</td> <td style="text-align: right;">46,119.</td> <td style="text-align: right;">0.</td> <td></td> <td style="text-align: center;">0.</td> </tr> <tr> <td>18 Taxes Stmt 7</td> <td style="text-align: right;">-44,209.</td> <td style="text-align: right;">0.</td> <td></td> <td style="text-align: center;">750.</td> </tr> <tr> <td>19 Depreciation and depletion</td> <td style="text-align: right;">40,141.</td> <td style="text-align: right;">11,239.</td> <td></td> <td></td> </tr> <tr> <td>20 Occupancy</td> <td style="text-align: right;">77,985.</td> <td style="text-align: right;">21,836.</td> <td></td> <td style="text-align: center;">56,149.</td> </tr> <tr> <td>21 Travel, conferences, and meetings</td> <td style="text-align: right;">77,772.</td> <td style="text-align: right;">7,777.</td> <td></td> <td style="text-align: center;">69,995.</td> </tr> <tr> <td>22 Printing and publications</td> <td style="text-align: right;">11,844.</td> <td style="text-align: right;">159.</td> <td></td> <td style="text-align: center;">11,685.</td> </tr> <tr> <td>23 Other expenses Stmt 8</td> <td style="text-align: right;">128,638.</td> <td style="text-align: right;">31,760.</td> <td></td> <td style="text-align: center;">96,878.</td> </tr> <tr> <td>24 Total operating and administrative expenses. 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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing	173,564.		
	2 Savings and temporary cash investments	4,882,824.	4,168,679.	4,168,679.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ►			
	Less allowance for doubtful accounts ►			
Assets	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations Stmt 9	3,080,915.	2,982,713.	3,395,892.
	b Investments - corporate stock Stmt 10	17,841,367.	13,870,461.	17,968,227.
	c Investments - corporate bonds Stmt 11	829,039.	596,525.	729,337.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 12	26,733,653.	27,434,493.	30,155,771.
	14 Land, buildings, and equipment basis ► 1,286,458.			
	Less accumulated depreciation ► 560,944.			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers)	54,278,338.	49,778,385.	57,143,420.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ► Statement 13)	12,473.	23,651.	
	23 Total liabilities (add lines 17 through 22)	12,473.	23,651.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	54,265,865.	49,754,734.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	54,265,865.	49,754,734.	
	31 Total liabilities and net assets/fund balances	54,278,338.	49,778,385.	

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	54,265,865.
2 Enter amount from Part I, line 27a	2	-4,511,131.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	49,754,734.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	49,754,734.

Form 990-PF (2009)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a			
b See Attached Statement			
c			
d			
e			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 10,221,100.		11,176,484.	-955,384.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			-955,384.
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	-955,384.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	4,190,998.	66,981,169.	.062570
2007	4,157,083.	74,210,087.	.056018
2006	3,927,676.	68,924,497.	.056985
2005	4,420,820.	65,809,521.	.067176
2004	3,248,667.	67,129,733.	.048394

2 Total of line 1, column (d)

2 .291143

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 .058229

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 50,366,857.

5 Multiply line 4 by line 3

5 2,932,812.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 0.

7 Add lines 5 and 6

7 2,932,812.

8 Enter qualifying distributions from Part XII, line 4

8 3,588,725.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	(attach copy of letter if necessary-see instructions)	1	0.		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b					
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)					
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)					
3 Add lines 1 and 2					
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)					
5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-					
6 Credits/Payments					
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 22,636.	6b	6c		
b Exempt foreign organizations - tax withheld at source					
c Tax paid with application for extension of time to file (Form 8868)					
d Backup withholding erroneously withheld					
7 Total credits and payments Add lines 6a through 6d	7 22,636.	7	22,636.		
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached					
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed					
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid					
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ►	22,636. Refunded ►	10	11 0.		

Part VII-A Statements Regarding Activities

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?	Yes	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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>	Yes	X
c Did the foundation file Form 1120-POL for this year?	Yes	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ 0. (2) On foundation managers ► \$ _____ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ 0.		
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>	Yes	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	Yes	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	X
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>	Yes	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	X
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	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
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	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	Yes	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	Yes	X

Form 990-PF (2009)

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A 13 X

14 The books are in care of ► The Organization Telephone no ► (212) 752-7148
Located at ► 255 EAST 49TH STREET, NEW YORK, NY ZIP+4 ► 10017

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ►
and enter the amount of tax-exempt interest received or accrued during the year ► 15 | N/A

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

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

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes 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)? Yes 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) Yes No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here ►

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? 1c X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? Yes No

If "Yes," list the years ► _____

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No

b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) 3b N/A

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? 4b X

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

5a During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes No
 Yes No
 Yes No
 Yes No
 Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations

section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A
►

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

Yes No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 14		329,590.	44,332.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LISA WARNER , MANALAPAN, NJ	VP-ADMIN 40.00	149,500.	51,945.	0.
LARA BRITT , NEW YORK, NY	ADMIN ASST 40.00	68,100.	17,231.	0.

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

► 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
HARDING LOEVNER , SOMERVILLE, NJ	INVESTMENT ADVISORY	220,012.
ESSEX CAPITAL MANAGEMENT , BOSTON, MA	INVESTMENT ADVISORY - THRU PARTNERSHIP	132,296.
ROBERT OLSHAM - 4900 MASSACHUSETTS AVE, NW, WASHINGTON, DC 20016	CONSULTANT	90,350.

Total number of others receiving over \$50,000 for professional services ► 0

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 PROVIDING ADVICE TO NOT-FOR-PROFIT ORGANIZATIONS THAT ARE RANDOLPH FOUNDATION GRANTEES REGARDING THEIR CHARITABLE PROGRAMS	1,094,028.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
See Statement 15	100,000.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ►	100,000.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		1a	48,966,727.
a Average monthly fair market value of securities		1b	67,138.
b Average of monthly cash balances		1c	2,100,000.
c Fair market value of all other assets		1d	51,133,865.
d Total (add lines 1a, b, and c)			
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	51,133,865.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	767,008.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4		5	50,366,857.
6 Minimum investment return. Enter 5% of line 5		6	2,518,343.

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

1 Minimum investment return from Part X, line 6		1	2,518,343.
2a Tax on investment income for 2009 from Part VI, line 5		2a	
b Income tax for 2009 (This does not include the tax from Part VI)		2b	
c Add lines 2a and 2b		2c	0.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	2,518,343.
4 Recoveries of amounts treated as qualifying distributions		4	0.
5 Add lines 3 and 4		5	2,518,343.
6 Deduction from distributable amount (see instructions)		6	0.
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	2,518,343.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		1a	3,468,076.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26		1b	100,000.
b Program-related investments - total from Part IX-B		2	20,649.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes		3a	
3 Amounts set aside for specific charitable projects that satisfy the		3b	
a Suitability test (prior IRS approval required)		4	3,588,725.
b Cash distribution test (attach the required schedule)		5	0.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4		6	3,588,725.
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			
6 Adjusted qualifying distributions Subtract line 5 from line 4			

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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,518,343.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only			0.	
b Total for prior years				
3 Excess distributions carryover, if any, to 2009				
a From 2004	1,188,174.			
b From 2005	568,811.			
c From 2006	605,899.			
d From 2007	842,704.			
e Total of lines 3a through e	3,205,588.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 3,588,725.			0.	
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				2,518,343.
e Remaining amount distributed out of corpus	1,070,382.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	4,275,970.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	4,275,970.			
10 Analysis of line 9				
a Excess from 2005	1,188,174.			
b Excess from 2006	568,811.			
c Excess from 2007	605,899.			
d Excess from 2008	842,704.			
e Excess from 2009	1,070,382.			

Part XIV | **Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

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

		Check box to indicate whether the foundation is a private operating foundation described in section				
Line	Description	Prior 3 years				(e) Total
		Tax year	(a) 2009	(b) 2008	(c) 2007	
2	a 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	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 foundation had \$5,000 or more in assets at any time during the year—see 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))

None

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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 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

HEATHER R. HIGGINS, 212-752-7148

255 EAST 49TH STREET #23D, NEW YORK, NY 10017

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

WRITTEN PROPOSAL ALONG WITH IRS EXEMPTION LETTER

- ### c Any submission deadlines

NONE

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

NONE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED #20			OPERATING SUPPORT	2,407,900.
Total			► 3a	2,407,900.
b Approved for future payment				
None				
Total			► 3b	0.

923611 02-02-10

Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

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) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		72,657.		-339,656.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13 -266,999.

Part XVI.B Relationship of Activities to the Accomplishment of Exempt Purposes

923621
02-02-10

Form 990-PF (2009)

Part XVII . Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1** Did the 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
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

- a Transfers from the reporting foundation to a noncharitable exempt organization of**

- (1) Cash
 - (2) Other assets

- ## b Other transactions

- (1) Sales of assets to a noncharitable exempt organization**

- (2) Purchases of assets from a noncharitable exempt organization**

- (3) Rental of facilities, equipment, or other assets**

- #### **(4) Reimbursement arrangements**

- (5) Loans or loan guarantees**

- (6) Performance of services or membership or fundraising solicitations**

- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

- 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 foundation. If the foundation 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.

- 2a** Is the foundation 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		

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 taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer or trustee

Paid
Preparer's
Use Only

Preparer's
signature

Firm's name (or yours
if self-employed),
address, and ZIP code

Owen J Flanagan & Co
60 East 42nd Street
New York, NY 10165

THE RANDOLPH FOUNDATION

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.)
a PUBLICLY TRADED SECURITIES - MUNN BERNARD		P		
b PUBLICLY TRADED SECURITIES - HARDING LOUVNER		P		
c ESSEX PERFORMANCE FUND		P		
d ESSEX PRIVATE PLACEMENT FUND				
e RICHARDSON PROPERTIES				
f FREE ENTERPRISE		P		
g CURRENCY G/L				
h ESSEX - UBIT		P		
i				
j				
k				
l				
m				
n				
o				
(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 1,622,492.		1,965,270.		-342,778.
b 7,912,352.		8,142,118.		-229,766.
c 62,805.				62,805.
d		12,488.		-12,488.
e		20.		-20.
f 648,887.		1,008,589.		-359,702.
g		47,999.		-47,999.
h -25,436.				-25,436.
i				
j				
k				
l				
m				
n				
o				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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	Gains (excess of col (h) gain over col (k), but not less than "-0")	
a				-342,778.
b				-229,766.
c				62,805.
d				-12,488.
e				-20.
f				-359,702.
g				-47,999.
h				-25,436.
i				
j				
k				
l				
m				
n				
o				
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		-955,384.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 } 3				N/A

923591
04-24-09

14021110 788682 1263

2009.04000 THE RANDOLPH FOUNDATION

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
CHECKING ACCOUNT	92.
CUSTODY MONEY MARKET	211.
Total to Form 990-PF, Part I, line 3, Column A	303.

Form 990-PF	Dividends and Interest from Securities	Statement	2
Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
DIVIDENDS	398,723.	0.	398,723.
FOREIGN TAXES W/H	-23,723.	0.	-23,723.
INTEREST	284,190.	0.	284,190.
RICHARDSON PROPERTY K-1	336.	0.	336.
Total to Fm 990-PF, Part I, ln 4	659,526.	0.	659,526.

Form 990-PF	Other Income	Statement	3
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
RICHARDSON PROPERTIES K-1	3,120.	3,120.	
Total to Form 990-PF, Part I, line 11	3,120.	3,120.	

Form 990-PF	Legal Fees	Statement	4	
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
WILLIAMS & CONNOLLY - LEGAL	17,236.	1,724.		15,512.
PUTNEY, TWOMBLY, HALL &				
HIRSON	4,859.	0.		4,859.
REED SMITH LLP	1,414.	0.		1,414.
OTHER	3,365.	0.		3,365.
To Fm 990-PF, Pg 1, ln 16a	26,874.	1,724.		25,150.

Form 990-PF

Accounting Fees

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
O'CONNOR DAVIES - AUDIT	26,306.	13,153.		13,153.
OWEN J. FLANAGAN & CO	34,500.	13,800.		20,700.
To Form 990-PF, Pg 1, ln 16b	60,806.	26,953.		33,853.

Form 990-PF

Other Professional Fees

Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MUNN BERNHARD - INV ADVISORY	6,262.	6,262.		0.
ESSEX PRIVATE PLACEMENT - INV	621.	621.		0.
ESSEX PERFORMANCE FUND LP	132,296.	78,716.		0.
HARDING LOEVNER INVESTMENT ADVISORY	220,012.	220,012.		0.
DICK CLARK	2,950.	0.		2,950.
JP MORGAN CHASE	40,737.	40,737.		0.
SILENT CAL PRODUCTIONS	4,950.	4,950.		0.
RICHARDSON PROPERTIES	377.	377.		0.
ROBERT OLSHAN	90,350.	0.		90,350.
To Form 990-PF, Pg 1, ln 16c	498,555.	351,675.		93,300.

Form 990-PF

Taxes

Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE & UBIT TAXES	-44,959.	0.		0.
NYS FILING FEES	750.	0.		750.
To Form 990-PF, Pg 1, ln 18	-44,209.	0.		750.

Form 990-PF

Other Expenses

Statement 8

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
OFFICE	53,827.	15,072.		38,755.
COMPUTER SERVICES	44,921.	12,578.		32,343.
REPAIRS & MAINTENANCE	9,527.	2,668.		6,859.
POSTAGE	9,064.	0.		9,064.
PROPOSAL REVIEW	4,225.	0.		4,225.
OTHER	4,094.	1,146.		2,948.
DIRECTORS & OFFICERS				
INSURANCE	1,480.	296.		1,184.
PROGRAM RESEARCH	1,500.	0.		1,500.
To Form 990-PF, Pg 1, ln 23	128,638.	31,760.		96,878.

Form 990-PF

U.S. and State/City Government Obligations

Statement 9

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
STATEMENT #17	X		2,982,713.	3,395,892.
Total U.S. Government Obligations			2,982,713.	3,395,892.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			2,982,713.	3,395,892.

Form 990-PF

Corporate Stock

Statement 10

Description	Book Value	Fair Market Value
STATEMENT #17	13,870,461.	17,968,227.
Total to Form 990-PF, Part II, line 10b	13,870,461.	17,968,227.

Form 990-PF

Corporate Bonds

Statement 11

Description	Book Value	Fair Market Value
STATEMENT #17	596,525.	729,337.
Total to Form 990-PF, Part II, line 10c	596,525.	729,337.

Form 990-PF

Other Investments

Statement 12

Description	Valuation Method	Book Value	Fair Market Value
ESSEX PERFORMANCE FUND LP	COST	11,994,198.	11,451,799.
ESSEX PRIVATE PLACEMENT III	COST	616,862.	127,029.
RICHARDSON PROPERTIES LLC	COST	68,710.	65,513.
MARINER ATLANTIC	COST	5,000,000.	6,364,439.
NEW VERNON INDIA	COST	5,000,000.	7,267,862.
HIGHLAND OPPORTUNITY FUND	COST	23,480.	13,696.
PROTEGE PARTNERS	COST	2,500,000.	3,052,461.
ROSEMONT SOLEBURY	COST	987,305.	600,796.
CONGRESSIONAL EFFECT FUND	COST	1,148,887.	1,117,125.
SILENT CAL PRODUCTIONS	COST	95,051.	95,051.
Total to Form 990-PF, Part II, line 13		27,434,493.	30,155,771.

Form 990-PF

Other Liabilities

Statement 13

Description	BOY Amount	EOY Amount
PAYROLL LIABILITIES	12,473.	23,651.
Total to Form 990-PF, Part II, line 22	12,473.	23,651.

Form 990-PF

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

Statement 14

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan	Expense Contrib Account
HEATHER R HIGGINS 255 EAST 49TH STREET NEW YORK, NY 10017	TRUSTEE 40.00	215,990.	44,332.	0.
JAMES Q WILSON 255 EAST 49TH STREET NEW YORK, NY 10017	TRUSTEE 2.00	20,000.	0.	0.
R RANDOLPH RICHARDSON 255 EAST 49TH STREET NEW YORK, NY 10017	TRUSTEE 2.00	0.	0.	0.
JAMES E HIGGINS 255 EAST 49TH STREET NEW YORK, NY 10017	TRUSTEE 10.00	93,600.	0.	0.
JOANN BEYER 255 EAST 49TH STREET NEW YORK, NY 10017	TRUSTEE 2.00	0.	0.	0.
POLLY JACKSON FRIESS 255 EAST 49TH STREET NEW YORK, NY 10017	TRUSTEE 2.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		329,590.	44,332.	0.

Form 990-PF

Summary of Program-Related Investments

Statement 15

Description

SILENT CAL PRODUCTIONS - TO PROMOTE AND ADVANCE THE EDUCATION OF THE PUBLIC ABOUT CONSERVATIVE IDEAS IN THE AMERICAN CULTURE AND TO EMBRACE INDIVIDUAL, PERSONAL RESPONSIBILITY AND FREEDOM FROM GOVERNMENT INTRUSION.

Description	Amount
To Form 990-PF, Part IX-B, line 1	100,000.

Randolph Foundation		rand fixed assets 2009					
Fixed Assets		Date	Life	Cost	Dep	Accum Dep	NBV
Office Condominium							
125	Office Condomin	6/29/93	39	1,000,295	25649	416,060	584,236
			A/C	11010-00			
Office Equipment							
5	TV & VCR	9/3/91	7	565		565	-
130	Backup Sys for	8/6/97	3	2,261		2,261	-
131	Microedge Gift	6/28/99	5	17,176		17,176	0
	Cannon Fax	2/12/01	5	1,280		1,280	-
	Phone System (Exp@nets)	3/23/02	5	1,757		1,757	(0)
	Computer for JH (Amex)	4/9/02	5	1,837		1,837	0
	Computer for HH (Amex)	10/1/02	5	3,437		3,437	(0)
	Canon Printer	5/10/04	5	5,150	515	5,150	-
	Computer (LB)	9/2/04	5	5,516	552	5,516	(0)
	Everest- Network	6/6/05	5	18,742	3748	16,867	1,874
	Computer	10/30/08	3	4,171	1390	1,390	2,781
	Sever	12/31/09	5	20,000			20,000
				81,891	6,205	57,236	
			A/C	11020-00			
Furniture							
19	Desk	6/24/91	7	1,900		1,900	-
20	File Cabinets	6/27/91	5	7,135		7,135	-
21	Desk	7/8/91	3	3,000		3,000	-
22	Furnishings	7/8/91	7	8,190		8,190	-
26	Computer Desk	9/5/91	7	440		440	-
27	Desk Extension	9/30/91	3	169		169	-
28	Carpet	11/12/91	7	269		269	-
30	Adirondark Chai	8/10/93	7	280		280	-
31	Lateral Files	8/11/93	5	920		920	-
33	Desk & Refinish	8/18/93	7	8,966		8,966	-
34	Desk & Wall Uni	8/19/93	7	2,795		2,795	-
35	Cabinet, drawer	8/30/93	7	1,695		1,695	-
36	Couch	8/30/93	7	1,364		1,364	-
37	Furniture & Rug	1/3/94	7	1,605		1,605	-
38	Furn, Rugs & Bl	1/5/94	7	2,322		2,322	-
39	Furniture	1/6/94	7	525		525	-
40	Furniture & Lin	1/10/94	7	1,983		1,983	-
41	Furniture	1/13/94	7	432		432	-
42	Upholstery	1/19/94	7	2,948		2,948	-
43	Furniture	1/24/94	7	591		591	-
44	Furniture	1/25/94	7	338		338	-
	File Cabinet	5/11/00	7	2,373		2,373	0
	Printer Stand	9/11/00	7	626		626	(0)
	Lateral Files	7/14/00	7	450		450	0
	VP Desk	1/25/08	7	4,465	638	1,223	3,243
	AC Units	6/10/08	7	15,316	2188	3,100	12,216
	HRH Furniture	12/15/08	7	8,768	1253	2,401	6,367
	HRH Furniture	2/15/09	7	8,679	1136	1,136	7,543
				88,544	5,215	59,175	

			a/c	rand fixed assets 2009 11030-00			
Condominium Improvements							
100	Building Improv	8/18/93	39	8,150	209	3,441	4,709
101	Electrical Cons	8/18/93	39	7,800	200	3,294	4,506
103	Building Wiring	8/19/93	39	615	16	260	355
	Office Renovation	8/1/00	39	65,183	1671	15,738	49,444
	diff to G/L			390		-	390
	Track Lighting	4/9/2002	39	1,750	45	337	1,413
	A/C for Office	5/20/2002	39	12,485	320	2,294	10,191
	Track Lighting & A/C	4/1/2003	39	2,485	64	383	2,102
	Improvements	6/30/03	39	5,520	142	920	4,600
	Improvements	5/6/2005	28	11,350	405	2,026	9,324
	Adjustment			-		(221)	
				115,728	3,072	28,473	
			a/c	11040-00			
				1,286,458	40,141	560,944	

The Randolph Foundation
Investments
12/31/2009

	Munn Bernhard		Harding Loevner		Total	
	Cost	FMV	Cost	FMV	Cost	FMV
Corporate Stocks	104,004	214,597	13,766,457	17,753,630	13,870,461	17,968,227
Corporate Bonds			596,525	729,337	596,525	729,337
Gov't Obligations			2,982,713	3,395,892	2,982,713	3,395,892
	104,004	214,597	17,345,695	21,878,859	17,449,699	22,093,456
	#18		#19			

STMT #17

Randolph Foundation		Munn Bernhard & Associates (f/f/o)		12/31/05											
	Beginning	Purchases	Share	Sales		Ending	Summary Ending								
Description	Date	Shares	Cost			Adjustment	Date	Shares	Proceeds	Cost	Gain/(Loss)	Shares	Cost	Shares	Cost
Equities															
		0	0.00								0.00	0	0.00	0	0.00
Apache Corp	06/24/03	114	18,173.47				04/17/09	400	27,510.73	29,802.23	(2,291.50)	(286)	(11,628.76)	0	0.00
Apache Corp	03/16/04	500	20,330.00				04/21/09	300	19,523.57	12,611.66	6,911.91	200	7,718.34		
Apache Corp	07/15/04	500	22,735.00				04/23/09	300	20,119.75	13,641.00	6,478.75	200	9,094.00		
Apache Corp		1,086	73,897.09				04/24/09	300	20,555.55	17,839.99	2,715.56	786	56,057.10		
Apache Corp		0	0.00				04/29/09	300	20,689.46	20,413.56	275.90	(300)	(20,413.56)		
Apache Corp		0	0.00				04/30/09	300	21,595.44	20,413.56	1,181.88	(300)	(20,413.56)		
Apache Corp		0	0.00				04/30/09	300	21,864.05	20,413.56	1,450.49	(300)	(20,413.56)		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
Cameco Corp	08/09/06	500	19,607.30				04/08/09	1,500	26,084.32	59,563.70	(33,479.38)	(1,000)	(39,956.40)	0	0.00
Cameco Corp	08/25/06	1,000	39,956.40								0.00	1,000	39,956.40		
		0	0.00								0.00	0	0.00		
Cisco Systems Inc		2,600	85,098.00				04/21/09	600	10,350.81	19,638.00	(9,287.19)	2,000	65,460.00	0	0.00
Cisco Systems Inc		0	0.00				04/24/09	500	9,005.66	16,365.00	(7,359.34)	(500)	(16,365.00)		
		0	0.00				04/28/09	500	9,434.75	16,365.00	(6,930.25)	(500)	(16,365.00)		
		0	0.00				04/29/09	500	9,575.65	16,365.00	(6,789.35)	(500)	(16,365.00)		
		0	0.00				04/30/09	500	9,920.64	16,365.00	(6,444.36)	(500)	(16,365.00)		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
CVS Corp		900	28,575.72				04/08/09	400	11,610.42	12,700.32	(1,089.90)	500	15,875.40	0	(0.00)
CVS Corp		2,500	78,898.00				04/17/09	1,000	30,271.02	31,655.00	(1,383.98)	1,500	47,243.00		
CVS Corp		0	0.00				04/21/09	1,000	29,333.64	31,559.20	(2,225.56)	(1,000)	(31,559.20)		
CVS Corp		0	0.00				04/28/09	1,000	30,089.22	31,559.20	(1,469.98)	(1,000)	(31,559.20)		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
Exxon Mobil Corp Com		179	3,332.88				04/08/09	279	19,247.08	7,598.88	11,648.20	(100)	(4,266.00)	0	0.00
Exxon Mobil Corp Com	03/04/04	2,500	106,650.00				04/17/09	600	40,207.12	25,596.00	14,611.12	1,900	81,054.00		
Exxon Mobil Corp Com		0	0.00				04/17/09	600	40,416.04	25,596.00	14,820.04	(600)	(25,596.00)		
Exxon Mobil Corp Com		0	0.00				04/24/09	300	19,823.03	12,798.00	7,025.03	(300)	(12,798.00)		
Exxon Mobil Corp Com		0	0.00				04/28/09	300	19,907.02	12,798.00	7,109.02	(300)	(12,798.00)		
Exxon Mobil Corp Com		0	0.00				04/28/09	300	20,219.56	12,798.00	7,421.56	(300)	(12,798.00)		
Exxon Mobil Corp Com		0	0.00					300	20,119.48	12,798.00	7,321.48	(300)	(12,798.00)		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
IBM	02/27/03	1,000	77,250.00				04/21/09	500	49,203.73	38,625.00	10,578.73	500	38,625.00	0	0.00
IBM		0	0.00				04/29/09	250	25,636.14	19,312.50	6,323.64	(250)	(19,312.50)		
IBM		0	0.00				05/01/09	250	26,114.32	19,312.50	6,801.82	(250)	(19,312.50)		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
iShares Emerging Market Index		1,500	71,964.96				04/24/09	300	8,342.32	14,393.00	(6,050.68)	1,200	57,571.96	0	0.00
		0	0.00				04/29/09	400	11,170.43	19,190.66	(8,020.23)	(400)	(19,190.66)		
		0	0.00				04/30/09	800	23,135.40	38,381.30	(15,245.90)	(800)	(38,381.30)		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
iShares Tr MSCI EAFE		2,000	142,820.00				04/14/09	3,000	121,046.88	214,942.90	(93,896.02)	(1,000)	(72,122.90)	0	0.00
iShares Tr MSCI EAFE		1,000	72,122.90				04/17/09	1,500	61,470.81	117,630.15	(56,159.34)	(500)	(45,507.25)		
iShares Tr MSCI EAFE		1,500	117,630.15								0.00	1,500	117,630.15		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
		0	0.00								0.00	0	0.00		
Johnson & Johnson	10/23/95	265	5,175.45				04/08/09	265	13,634.97	5,175.45	8,459.52	0	0.00	0	0.00
Johnson & Johnson	03/16/04	2,000	103,340.00				04/17/09	500	26,389.32	25,835.00	554.32	1,500	77,505.00		
Johnson & Johnson							04/17/09	500	26,661.11	25,835.00	826.11	(500)	(25,835.00)		
Johnson & Johnson							04/21/09	500	26,369.32	25,835.00	534.32	(500)	(25,835.00)		
Johnson & Johnson							04/30/09	500	25,749.33	25,835.00	(85.67)	(500)	(25,835.00)		
		0	0.00								0.00	0	0.00		

STMT # 81

Randolph Foundation

Munn Bernhard & Associates (f/b/o)

1/23/05 -

DESCRIPTION	DATE	BEGINNING		PURCHASES		Share Adjustment	SALES				ENDING SHARES	Summary Ending				
		SHARES	COST	DATE	SHARES		DATE	SHARES	PROCEEDS	COST	GAIN/(LOSS)	COST	Shares	Cost		
Microsoft		2,000	61,200.00				04/08/09	2,000	38,721.00	61,200.00	(22,479.00)	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
		0	0.00							0.00	0.00	15,000	1.00	15,000	1.00	
Nobel Ins		15,000	1.00							0.00	0.00	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
NASDAQ 100 Trust (Powershares)		156	6,595.01				04/14/09	2,906	94,590.77	129,043.91	(34,453.14)	(2,750)	(122,448.90)	0	0.00	
NASDAQ 100 Trust (Powershares)	01/23/06	2,000	84,551.40				04/21/09	500	16,115.38	25,265.00	(9,149.62)	1,500	59,286.40			
Powershares QQQ Trust Series 1		1,550	78,321.50				04/24/09	500	16,550.37	24,875.00	(8,324.63)	1,050	53,446.50			
Powershares QQQ Trust Series 1		3,200	155,456.00				04/29/09	1,000	33,719.13	48,580.00	(14,860.87)	2,200	106,876.00			
Powershares QQQ Trust Series 2		0	0.00				04/30/09	1,000	34,359.11	48,580.00	(14,220.89)	(1,000)	(48,580.00)			
Powershares QQQ Trust Series 3		0	0.00				05/01/09	1,000	34,270.71	48,580.00	(14,309.29)	(1,000)	(48,580.00)			
Proctor & Gamble		0	0.00							0.00	0.00	0	0.00	0	0.00	
Proctor & Gamble		0	0.00							0.00	0.00	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
Schlumberger LTD	06/28/04	180	5,680.80				04/21/09	380	17,154.83	11,658.06	5,496.77	(200)	(5,977.26)	0	0.00	
Schlumberger LTD	08/23/04	800	23,909.04				04/22/09	300	14,384.71	8,965.89	5,418.82	500	14,943.15			
Schlumberger LTD	09/27/05	600	35,730.00				04/29/09	300	14,718.24	8,965.89	5,752.35	300	26,764.11			
Schlumberger LTD		0	0.00				04/29/09	300	15,011.15	17,865.00	(2,853.85)	(300)	(17,865.00)			
Schlumberger LTD		0	0.00				05/01/09	300	14,755.62	17,865.00	(3,109.38)	(300)	(17,865.00)			
		0	0.00							0.00	0.00	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
SPDR Tr Unit Ser 1	05/07/04	500	56,075.00				04/24/09	250	21,499.44	28,037.50	(6,538.06)	250	28,037.50	0	0.00	
SPDR Tr Unit Ser 1		500	73,080.00				04/29/09	250	21,621.94	28,037.50	(6,415.56)	250	45,042.50			
SPDR Tr Unit Ser 2		0	0.00				04/30/09	250	22,134.43	36,540.00	(14,405.57)	(250)	(36,540.00)			
SPDR Tr Unit Ser 3		0	0.00				05/01/09	250	21,859.43	36,540.00	(14,680.57)	(250)	(36,540.00)			
		0	0.00							0.00	0.00	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
State Street Corp.	05/27/04	730	35,765.62				04/17/09	630	21,933.13	30,866.22	(8,933.09)	100	4,899.40	0	0.00	
State Street Corp.	06/14/04	500	24,458.23				04/22/09	600	21,295.01	29,357.63	(8,062.62)	(100)	(4,899.40)			
		0	0.00							0.00	0.00	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
SPDR Gold Trust	12/31/04	1,000	44,452.70							0.00	1,000	44,452.70	2,000	104,027.20		
SPDR Gold Trust	01/09/06	500	26,515.00							0.00	500	26,315.00				
SPDR Gold Trust		500	33,059.50							0.00	500	33,059.50				
Tortoise Energy Infrastructure	03/13/08	1,900	59,717.00				02/17/09			3,086.53	(3,086.53)	1,900	56,630.47	0	(0.00)	
Tortoise Energy Infrastructure	12/24/08	62	1,064.00				02/17/09			100.72	(100.72)	62	963.28			
Tortoise Energy Infrastructure		0	0.00				04/20/09	462	11,014.58	13,770.15	(2,755.57)	(462)	(13,770.15)			
Tortoise Energy Infrastructure		0	0.00				04/22/09	500	11,734.69	14,902.76	(3,168.07)	(500)	(14,902.76)			
Tortoise Energy Infrastructure		0	0.00				04/27/09	500	11,734.69	14,902.76	(3,168.07)	(500)	(14,902.76)			
Tortoise Energy Infrastructure		0	0.00				04/29/09	500	12,074.68	14,018.08	(1,943.40)	(500)	(14,018.08)			
		0	0.00							0.00	0.00	0	0.00	0	0.00	
Transocean Inc.		1,898	149,001.86				04/17/09	398	26,790.23	31,244.86	(4,454.63)	1,500	117,757.00	0	(0.00)	
Transocean Inc.		0	0.00				04/23/09	300	19,813.19	23,551.40	(3,738.21)	(300)	(23,551.40)			
Transocean Inc.		0	0.00				04/24/09	300	19,981.18	23,551.40	(3,570.22)	(300)	(23,551.40)			
Transocean Inc.		0	0.00				04/29/09	450	30,180.05	35,327.10	(5,147.05)	(450)	(35,327.10)			
Transocean Inc.		0	0.00				04/30/09	450	30,630.71	35,327.10	(4,696.39)	(450)	(35,327.10)			
		0	0.00							0.00	0.00	0	0.00	0	0.00	
Wells Fargo Pref 7%	02/06/04	1,000	27,107.00				04/17/09	1,000	21,445.24	27,107.00	(5,661.76)	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
		0	0.00							0.00	0.00	0	0.00	0	0.00	
Total Equities		56,220.00	2,069,297.98		0	0.00	0.00		39,220	1,622,491.73	1,965,269.78	(342,778.05)	17,000.00	104,028.20	17,000	104,028.20

Randolph Foundation
Munn Bernhard & Associates (fib)
12/11/05

RANDOLPH FOUNDATION (New)
HARDING LOEVNER ACCOUNT
June 30 2008

DESCRIPTION	DATE	BEGINNING		PURCHASES		SHARE ADJUST	DATE	SHARES	SALES			ENDING	SHARES	COST	SHARES*	COST
		SHARES	COST	SHARES	COST				PROCEEDS	COST	GAIN/(LOSS)					
Equities																
3M Co	01/19/05	0 00	0 00									0 00	0 00	0 00	0 00	0 00
3M Co	03/30/05	470 00	38,704.50									(13,172.82)	(230 00)	(19,608.12)	4,970	383,401
3M Co	07/10/06	770 00	65,644.58									0 00	770 00	65,644.58		
3M Co	01/24/05	870 00	70,080.33									0 00	870 00	70,080.33		
3M Co	03/30/05	600 00	49,410.00									0 00	600 00	49,410.00		
3M Co	07/05/06	240 00	20,460.65									0 00	240 00	20,460.65		
3M Co	08/29/06	270 00	21,749.07									0 00	270 00	21,749.07		
3M Co		2,450 00	175,664.76									0 00	2,450 00	175,664.76		
		0 00	0 00									0 00	0 00	0 00		
Encana Corp	11/05/01	2,808 00	54,671.76									0 00	2,108 00	41,042.76	6,008	154,843
Encana Corp	01/07/04	2,700 00	55,911.87									0 00	2,700 00	55,911.87		
Encana Corp		1,200 00	57,888.00									0 00	1,200 00	57,888.00		
		0 00	0 00									0 00	0 00	0 00		
Abbott Laboratories	04/30/03	2,300 00	86,009.32									0 00	(700 00)	(28,402.61)	5,530	236,647
Abbott Laboratories	09/17/03	1,500 00	60,862.74									0 00	(500 00)	(22,731.79)		
Abbott Laboratories		2,200 00	93,746.40									0 00	600 00	68,179.20		
Abbott Laboratories	01/07/04	1,100 00	47,906.91									0 00	1,100 00	47,906.91		
Abbott Laboratories	02/08/06	730 00	31,106.76									0 00	730 00	31,106.76		
Abbott Laboratories	04/21/09			3,300	140,588.58							0 00	3,300 00	140,588.58		
		0 00	0 00									0 00	0 00	0 00		
Adobe Systems	02/19/09	0 00	0 00	02/19/09	12,690	269,440.43						0 00	11,190 00	237,591.68	11,190	237,592
		0 00	0 00									0 00	0 00	0 00		
America Movil SA	03/21/05	1,620 00	28,879.20									0 00	1,620 00	28,879.20	5,780	181,441
America Movil SA	07/05/06	930 00	32,095.70									0 00	930 00	32,095.70		
America Movil SA	03/21/05	1,250 00	22,283.33									0 00	1,250 00	22,283.33		
America Movil SA	07/05/06	280 00	9,663.22									0 00	280 00	9,663.22		
America Movil SA		1,700 00	88,519.85									0 00	1,700 00	88,519.85		
		0 00	0 00									0 00	0 00	0 00		
Autonomy Corp		0 00	0 00	12/11/09	1,238	29,907.82						0 00	1,238 00	29,907.82	9,500	236,835
Autonomy Corp		0 00	0 00	12/14/09	1,229	29,853.58						0 00	1,229 00	29,853.58		
Autonomy Corp		0 00	0 00	12/15/09	1,105	27,211.09						0 00	1,105 00	27,211.09		
Autonomy Corp		0 00	0 00	12/16/09	1,321	33,434.68						0 00	1,321 00	33,434.68		
Autonomy Corp		0 00	0 00	12/17/09	1,052	26,542.53						0 00	1,052 00	26,542.53		
Autonomy Corp		0 00	0 00	12/18/09	1,188	29,972.72						0 00	1,188 00	29,972.72		
Autonomy Corp		0 00	0 00	12/21/09	1,188	30,323.69						0 00	1,188 00	30,323.69		
Autonomy Corp		0 00	0 00	12/22/09	1,179	29,588.82						0 00	1,179 00	29,588.82		
		0 00	0 00									0 00	0 00	0 00		
Bunge Limited	07/21/08	2,110 00	204,659.66									0 00	290 00	28,128.58	5,640	195,291
Bunge Limited	10/29/08	6,100 00	210,773.15									0 00	5,350 00	167,162.52		
		0 00	0 00									0 00	0 00	0 00		
Canon	01/09/09	0 00	0 00	01/09/09	4,500	146,969.10						0 00	4,500 00	146,969.10	5,800	193,685
Canon	08/12/09	0 00	0 00	08/12/09	580	20,888.70						0 00	580 00	20,888.70		
Canon	08/13/09	0 00	0 00	08/13/09	720	25,827.48						0 00	720 00	25,827.48		
		0 00	0 00									0 00	0 00	0 00		
Carnival PLC	09/04/08	1,523 00	53,168.08									0 00	624 00	21,783.90	0	0
Carnival PLC	09/05/08	4,377 00	161,261.37									0 00	(624 00)	(21,783.63)		
		0 00	0 00									0 00	0 00	0 00		
Charles Schwab Corp	01/09/09	0 00	0 00	01/09/09	8,900	147,706.18						0 00	8,900 00	147,706.18	12,500	215,401
Charles Schwab Corp	08/12/09	0 00	0 00	08/12/09	3,600	67,694.76						0 00	3,600 00	67,694.76		
		0 00	0 00									0 00	0 00	0 00		
China Merchant Hdg	12/22/04	71,000 00	126,571.21									0 00	39,000 00	69,525.03	56,504	102,975
China Merchant Hdg	07/05/06	1,918 00	5,139.17									0 00	(4,082 00)	(5,556.99)		
China Merchant Hdg	12/22/04	37,000 00	65,959.64									0 00	12,690 00	51,698.10		
China Merchant Hdg	07/05/06	586 00	1,570.59									0 00	(7,414 00)	(12,690.95)		
		0 00	0 00									0 00	0 00	0 00		
Cisco Systems		14,200 00	254,537.84									0 00	9,500 00	170,289.40	20,750	433,652
Cisco Systems	02/24/06	2,700 00	53,786.16									0 00	500 00	14,350.72		
Cisco Systems	11/14/05	4,300 00	77,078.36									0 00	4,300 00	77,078.36		
Cisco Systems	02/24/06	850 00	16,932.68									0 00	850 00	16,932.68		
Cisco Systems		5,600 00	155,001.28									0 00	5,600 00	155,001.28		
		0 00	0 00									0 00	0 00	0 00		
Coach Inc	09/04/08	3,500 00	101,420.55									0 00	2,000 00	57,954.60	11,950	348,497
Coach Inc	09/05/08	3,500 00	102,891.25									0 00	3,500 00	102,891.25		
Coach Inc	09/24/08	6,450 00	187,651.14									0 00	6,450 00	187,651.14		

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RANDOLPH FOUNDATION (New)
HARDING LOEVNER ACCOUNT
June 30 2008

DESCRIPTION	DATE	BEGINNING		PURCHASES		SHARE ADJUST	DATE	SALES		GAIN/(LOSS)	ENDING		
		SHARES	COST	SHARES	COST			SHARES	PROCEEDS	COST	SHARES	COST	
Cochlear Limited		0 00	0 00						0 00	0 00	0 00	0 00	
Cochlear Limited		0 00	0 00						0 00	0 00	0 00	0 00	
Cochlear Limited	09/02/08	5 500 00	316,918.59				03/18/09	968 00	30,893.26	55,777.67	(24,884.41)	4 532 00	
Cochlear Limited		2,700 00	125,322.30				03/19/09	1,025 00	33,006.46	59,062.10	(26,055.64)	1,675 00	
Cochlear Limited		0 00	0 00				03/20/09	710 00	23,444.63	40,911.31	(17,466.68)	(710 00)	
Cochlear Limited		0 00	0 00				03/23/09	797 00	26,845.46	45,924.38	(19,078.92)	(797 00)	
Cochlear Limited		0 00	0 00				06/12/09	600 00	26,372.81	34,572.94	(8,200.13)	(600 00)	
Colgate Palmolive	01/13/05	2,550 00	129,165.66						0 00	0 00	0 00	0 00	
Colgate Palmolive	01/07/04	650 00	32,905.02				10/07/09	600 00	46,116.79	30,391.92	15,724.87	1,950 00	
Colgate Palmolive	01/13/05	900 00	45,587.88						0 00	0 00	0 00	0 00	
Colgate Palmolive		0 00	0 00						0 00	0 00	0 00	0 00	
Cenovus									0 00	0 00	0 00	0 00	
Dassault Systems SA	09/05/03	1,480 00	54,212.94				10/01/09	670 00	36,246.34	24,542.34	11,704.00	810 00	
Dassault Systems SA	01/08/04	1,200 00	58,151.31				10/02/09	1,000 00	54,947.17	38,877.89	16,069.28	200 00	
Dassault Systems SA		1,300 00	71,828.48						0 00	0 00	1,300 00	71,828.48	
Dassault Systems SA	08/14/09			08/14/09	419	20,814.92				0 00	419 00	20,814.92	
Dassault Systems SA	08/14/09			08/14/19	456	23,224.76				0 00	456 00	23,224.76	
Dassault Systems SA	08/17/09			08/17/09	557	28,251.55				0 00	557 00	28,251.55	
Dassault Systems SA	08/18/09			08/18/09	238	12,142.79				0 00	238 00	12,142.79	
Dassault Systems SA	08/19/09			08/19/09	221	11,294.11				0 00	221 00	11,294.11	
Dassault Systems SA	08/20/09			08/20/09	209	10,828.33				0 00	209 00	10,828.33	
Ebay Inc	09/27/06	7,200 00	195,480.00				06/11/09	2,200 00	38,337.09	59,730.00	(21,392.91)	5,000 00	
Ebay Inc		2,480 00	83,378.84				06/11/09	9,000 00	161,612.43	237,327.04	(75,714.61)	(6,520 00)	
Ebay Inc		0 00	0 00	03/17/09	11,500	137,683.75				0 00	600 00	135,750.00	
Ebay Inc		0 00	0 00	04/01/09	10,800	139,047.84				0 00	10,800 00	(153,948.20)	
Electronic Arts		3 400 00	170,939.08				02/09/09	7,400 00	126,150.79	366,504.68	(240,353.89)	(4,000 00)	
Electronic Arts		4 000 00	195,565.60						0 00	4,000 00	195,565.60	0 00	
Emerson Electric Inc		0 00	0 00						0 00	0 00	0 00	0 00	
Fanuc Ltd.	04/04/06	1 200 00	119,361.00						0 00	1 200 00	119,361.00	2,000 00	
Fanuc Ltd.	04/04/06	800 00	79,573.99						0 00	800 00	79,573.99	0 00	
Emerson Electric Inc		0 00	0 00						0 00	0 00	0 00	0 00	
Emerson Electric Inc	11/20/02	1,452 00	37,793.46				06/11/09	900 00	31,136.22	23,425.70	7,710.52	552 00	
Emerson Electric Inc	04/30/03	2,200 00	56,137.62						0 00	2,200 00	56,137.62	12,172 00	
Emerson Electric Inc	08/28/03	2,400 00	65,448.00						0 00	2,400 00	65,448.00		
Emerson Electric Inc	02/08/06	2,000 00	78,051.10						0 00	2,000 00	78,051.10		
Emerson Electric Inc	01/07/04	2,400 00	78,902.04						0 00	2,400 00	78,902.04		
Emerson Electric Inc	02/08/06	520 00	20,293.29						0 00	520 00	20,293.29		
Emerson Electric Inc	04/01/09	0 00	0 00	04/01/09	2 100	60,962.58				0 00	2 100 00	60,962.58	
Emerson Electric Inc		0 00	0 00						0 00	0 00	0 00		
Ericsson Tel		0 00	0 00	06/16/09	9,542	92,356.06				0 00	9,542 00	92,356.06	16,200 00
Ericsson Tel		0 00	0 00	06/17/10	6,658	63,309.59				0 00	6,658 00	63,309.59	155,666 00
Erste Group Bank AG	05/07/04	2,540 00	95,251.07						0 00	2,540 00	95,251.07	4,170 00	
Erste Group Bank AG	05/07/04	740 00	27,750.31						0 00	740 00	27,750.31		
Erste Group Bank AG		890 00	65,887.33						0 00	890 00	65,887.33		
Exxon Mobil		0 00	0 00						0 00	0 00	0 00		
Exxon Mobil	07/10/06	2,250 00	139,337.33				07/27/09	700 00	49,008.75	43,349.39	5,659.36	1,550 00	
Exxon Mobil	01/07/04	900 00	36,755.01						0 00	900 00	36,755.01		
Exxon Mobil	07/05/06	1,130 00	69,978.30						0 00	1,130 00	69,978.30		
Fresenius SE	10/20/08	2 940	175,467.90				10/05/09	800 00	38,422.32	47,746.37	(9,324.05)	2,140 00	
Fresenius SE	04/24/09	0 00	0 00	04/24/09	460	18,819.05				0 00	460 00	18,819.05	
Fresenius SE	04/27/09	0 00	0 00	04/27/09	470	20,228.64				0 00	470 00	20,228.64	
Fresenius SE	04/28/09	0 00	0 00	04/28/09	130	5,588.60				0 00	130 00	5,588.60	
Greenhill & Co Inc		0 00	0 00	09/25/09	244	20,860.00				0 00	244 00	20,860.00	3,100 00
Greenhill & Co Inc		0 00	0 00	10/01/09	245	21,553.89				0 00	245 00	21,553.89	277,074 00
Greenhill & Co Inc		0 00	0 00	10/01/09	422	37,049.49				0 00	422 00	37,049.49	
Greenhill & Co Inc		0 00	0 00	10/02/09	1 114	102,439.54				0 00	1 114 00	102,439.54	
Greenhill & Co Inc		0 00	0 00	10/05/09	537	47,343.42				0 00	537 00	47,343.42	
Greenhill & Co Inc		0 00	0 00	10/06/09	538	47,827.45				0 00	538 00	47,827.45	
Greenhill & Co Inc		0 00	0 00						0 00	0 00	0 00	0 00	

RANDOLPH FOUNDATION (New)
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DESCRIPTION	DATE	BEGINNING		PURCHASES		SHARE ADJUST	DATE	SHARES	SALES			ENDING		
		SHARES	COST	SHARES	COST				PROCEEDS	COST	GAIN/(LOSS)	SHARES	COST	SHARES
Genentech Inc	09/21/06	0 00	0 00				03/26/09	3 690 00	347 682 77	283 731 80	63,950 97	0 00	0 00	0 00
Genentech Inc	06/26/08	2 280 00	179,300 57								(1,410 00)	(104,431 23)	0 00	
Genzyme Corp	06/26/08	1 410	104,431 23								1 410 00	104,431 23		
Genzyme Corp	08/12/09	0 00	0 00								0 00	0 00		
Genzyme Corp	08/12/09	0 00	0 00	0 00	0 00		03/17/09	2,000 00	108,748 39	139,426 00	(30,677 61)	2,420 00	168,705 46	5 420 320,104
Google Inc	04/23/08	4 420	308,131 46				06/11/09	90 00	39,198 49	48,611 83	(9,413 34)	413 00	223,074 31	943 454,570
Google Inc	09/29/08	503	271,686 14								530 00	231,495 63		
Google Inc	09/29/08	530	231,495 63								0 00	0 00		
Hamburger Hafen											0 00	400 00	15,518 11	
Hamburger Hafen											600 00		2,900 111,411	
Hamburger Hafen											0 00			
Hamburger Hafen											500 00			
Hamburger Hafen											18,959 20			
Hamburger Hafen											500 00			
Hamburger Hafen											19,056 44			
Hamburger Hafen											500 00			
Hamburger Hafen											19,060 41			
Hamburger Hafen											200 00			
Hamburger Hafen											7,710 61			
Hamburger Hafen											200 00			
Hamburger Hafen											7,900 88			
Hamburger Hafen											0 00			
Hon Hai Precision Industries	02/07/08	22,885 00	217,075 93				04/01/09	22,885 00	104,355 60	217,075 93	(112,720 33)	0 00	0 00	0 00
Hon Hai Precision Industries		0 00	0 00								0 00			
Hon Hai Precision Industries		0 00	0 00								0 00			
Japan Synthetic Rubber	01/19/04	200 00	4,402 60								0 00	200 00	4,402 60	
Japan Synthetic Rubber	05/11/04	2,500 00	53,867 06								2,500 00		10,600 205,333	
Japan Synthetic Rubber	09/13/04	4,300 00	74,297 82								4,300 00			
Japan Synthetic Rubber	01/19/04	1,600 00	35,220 79								1,600 00			
Japan Synthetic Rubber	05/11/04	700 00	15,082 77								700 00			
Japan Synthetic Rubber	09/13/04	1,300 00	22,462 13								1,300 00			
JPMorgan Chase & Co		0 00	0 00								0 00			
JPMorgan Chase & Co		0 00	0 00								0 00			
Keyence Corp	03/07/03	550 00	77,361 25				175 00	01/13/09	700 00	146,964 78	100,278 72	46,686 06	25 00	(22,917 47)
Keyence Corp	05/15/03	660 00	100,836 86				10/08/09	400 00	79,874 22	61,113 25	18,760 97	260 00		1,525 283,181
Keyence Corp	01/08/04	440 00	87,135 00								440 00			
Keyence Corp		800 00	179,239 88								800 00			
L'Air Liquide		0 00	0 00								0 00			
L'Air Liquide		0 00	0 00								0 00			
L'Air Liquide	10/31/02	671 00	68,719 92				10/08/09	400 00	43,098 42	40,965 68	2,132 74	271 00	27,754 24	
L'Air Liquide	10/31/02	242 00	25,919 79								242 00			
L'Air Liquide	03/22/05	194 00	30,142 50								194 00			
L'Air Liquide	01/08/04	266 00	35,473 87								266 00			
L'Air Liquide	03/22/05	72 00	11,303 43								72 00			
L'Air Liquide		1,445 00	0 00								1,445 00			
L'Air Liquide		0 00	0 00								0 00			
Li & Fung Ltd	01/24/05	89,000 00	130,382 57				06/11/09	10,000 00	29,284 50	14,649 73	14,634 77	79,000 00	115,732 84	123,000 180,192
Li & Fung Ltd	01/24/05	44,000 00	64,458 80								44,000 00			
Logitech		0 00	0 00								0 00			
Logitech		0 00	0 00	03/18/09	7,359	66,897 73	08/10/09	1,557 00	25,525 57	14,154 07	11,371 50	5,802 00	52,743 66	0 00
Logitech		0 00	0 00	03/19/09	3,392	30,700 99	08/11/09	7,008 00	115,839 26	63,659 17	52,180 09	(3,616 00)	(32,958 18)	
Logitech		0 00	0 00	03/20/09	1,696	15,602 52	08/12/09	6,093 00	102,774 07	57,136 55	45,637 52	(4,397 00)	(41,534 03)	
Logitech		0 00	0 00	03/23/09	1,102	10,589 45				0 00	1,102 00	10,589 45		
Logitech		0 00	0 00	03/24/09	1,109	11,159 10				0 00	1,109 00	11,159 10		
L'Oréal	04/19/02	2,000 00	153,920 60				10/08/09	600 00	57,005 56	46,176 18	10,829 38	1,400 00	107,744 42	3,300 259,369
L'Oréal	10/31/02	500 00	37,219 71								500 00			
L'Oréal	03/22/05	500 00	40,167 93								500 00			
L'Oréal	01/08/04	800 00	66,203 43								800 00			
L'Oréal	03/22/05	100 00	8,033 59								100 00			
Louis Vuitton Moët Hennessy	12/28/04	1,580 00	118,846 62								1,580 00	118,846 62	2,060 154,952	
Louis Vuitton Moët Hennessy	12/28/04	480 00	36,105 30								480 00	36,105 30		
Modico Health Solutions	08/15/05	2,836 00	70,322 45				03/17/09	2,700 00	104,527 75	66,950 15	37,577 60	136 00	3,372 30	3,436 70,058
Modico Health Solutions	01/07/04	1,900 00	31,971 02								1,900 00	31,971 02		
Modico Health Solutions	08/15/05	1,400 00	34,714 89								1,400 00	34,714 89		

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DESCRIPTION	DATE	BEGINNING		PURCHASES		SHARE ADJUST	DATE	SHARES	SALES			ENDING	SHARES	COST	SHARES	COST		
		SHARES	COST	SHARES	COST				PROCEEDS	COST	GAIN/(LOSS)							
Medtronic	11/14/05	400 00	22 194 92				04/21/09	5 130 00	162,865 10	248,674 69	(85,809 59)	(4,730 00)	(226,479 77)	0	0	0		
Medtronic	08/19/05	1 000 00	55 138 60						0 00	1 000 00	55 138 60							
Medtronic	11/14/05	300 00	16 646 19						0 00	300 00	16 646 19							
Medtronic	08/17/06	1 800 00	77 832 00						0 00	1 800 00	77,832 00							
Medtronic	09/21/06	1 630 00	76 862 98						0 00	1 630 00	76,862 98							
Monsanto				11/16/09	2,300	169,879				0 00	2,300 00	169,679 38				4,500	345,635	
Monsanto				11/23/09	2 200	175,755				0 00	2,200 00	175,755 36						
Nestle Sa -Reg		8,300 00	213,015 81				02/02/09	5 800 00	200,378 08	148,854 42	51,523 66	2,500 00	64 161 39		5 000	128,322		
Nestle Sa -Reg	05/07/04	2 500 00	64,161 00						0 00	2,500 00	64 161 00							
Nintendo Corp Ltd	02/09/09			02/09/09	400	121,272 37				0 00	400 00	121,272 37				400	121,272	
		0 00	0 00						0 00	0 00	0 00							
Nomura Holdings Inc	10/31/02	3,000 00	34 024 63				05/08/08	21 100 00	125,418 52	369,560 00	(244,141 48)	(18,100 00)	(335,535 37)		0	0		
Nomura Holdings Inc	01/29/03	4 000 00	50,357 46						0 00	4,000 00	50 357 46							
Nomura Holdings Inc	01/08/04	2 000 00	34,510 61						0 00	2 000 00	34 510 61							
Nomura Holdings Inc		3,100 00	57 082 66						0 00	3,100 00	57 082 66							
Nomura Holdings Inc		9 000 00	193 584 64						0 00	9 000 00	193,584 64							
Nomura Holdings Inc		0 00	0 00						0 00	0 00	0 00							
Novartis AG Basel	07/02/03	1 700 00	69 042 93				07/28/09	1,300 00	55,760 08	52,797 53	2,962 55	400 00	16,245 40		3 700	173,929		
Novartis AG Basel	09/17/03	1 400 00	55 159 63						0 00	1,400 00	55 159 63							
Novartis AG Basel	01/08/04	900 00	42 042 85						0 00	900 00	42,042 85							
Novartis AG Basel	10/25/06	1,000 00	60,480 91						0 00	1,000 00	60,480 91							
Novo Nordisk A/S B	10/20/08	3 260 00	162,627 13						0 00	3 260 00	162,627 13				3 260	162,627		
		0 00	0 00						0 00	0 00	0 00							
OAO Gazprom		8,200 00	464,530 00				06/12/09	1,300 00	29,978 70	73,645 00	(43,666 30)	6,900 00	390,885 00		15,800	512,284		
OAO Gazprom	09/30/08	11 300	318,742 49				06/30/09	4,000 00	77,261 20	226,600 00	(149,338 80)	7,300 00	92 142 49					
OAO Gazprom		0 00	0 00	05/05/09	1 600	29 256 46			0 00	1 600 00	29 256 46							
Olam International Ltd		115,000 00	220,191 65				06/12/09	26,000 00	38,336 25	49,782 46	(11,446 21)	89,000 00	170,409 19		0	(0)		
Olam International Ltd	04/09/03	37 000 00	66 916 01				11/02/09	25,000 00	46,954 04	47,857 75	(913 71)	12,000 00	19,048 26					
Olam International Ltd	04/10/03	18 000 00	32 360 70				11/03/09	17,000 00	31,611 37	32,550 07	(938 70)	1,000 00	(189 37)					
Olam International Ltd	10/20/03	229 000 00	161,338 43				11/04/09	22,000 00	40,133 02	42,123 62	(1,990 60)	207 000 00	119,214 81					
Olam International Ltd		0 00	0 00				11/05/09	27,000 00	47,658 22	51,484 83	(3,826 61)	(27 000 00)	(51,484 83)					
Olam International Ltd		115,000 00	220,191 65				11/10/09	19,000 00	35,021 14	34,362 28	658 86	(19,000 00)	(34,362 28)					
Olam International Ltd		37 000 00	66 916 01				11/11/09	16,000 00	29,456 86	28,936 65	520 21	(16,000 00)	(28,936 65)					
Olam International Ltd		18 000 00	32 360 70				11/12/09	11,000 00	30,317 29	19,775 98	541 31	(11,000 00)	(19,775 98)					
Olam International Ltd		161,338 43	0 00				11/13/09	4 000 00	7,350 38	7,191 27	159 11	(4,000 00)	(7,191 27)					
Olam International Ltd		30,000 00	56 158 31				11/16/09	30,000 00	56 158 31	24,415 88	31,742 43	(30 000 00)	(24,415 88)					
Olam International Ltd		0 00	0 00				11/17/09	31,000 00	58,645 18	21,840 57	36,804 61	(31 000 00)	(21,840 57)					
Olam International Ltd		0 00	0 00				12/17/09	27,500 00	51,194 49	19,374 70	31,819 79	(27,500 00)	(19,374 70)					
Olam International Ltd		0 00	0 00				12/18/09	16,500 00	30,377 38	11,624 82	18,752 56	(16,500 00)	(11,624 82)					
Olam International Ltd		0 00	0 00				12/21/09	16,500 00	30,333 70	11,624 82	18,708 88	(16,500 00)	(11,624 82)					
Olam International Ltd		0 00	0 00				12/22/09	16,500 00	30,086 89	11,624 82	18,462 07	(16,500 00)	(11,624 82)					
Olam International Ltd		0 00	0 00				12/23/09	22,000 00	39,426 34	15,499 76	23,926 58	(22,000 00)	(15,499 76)					
Olam International Ltd		0 00	0 00				12/24/09	16,500 00	29,646 36	11,624 82	18,021 54	(16,500 00)	(11,624 82)					
Olam International Ltd		0 00	0 00				12/28/09	22,000 00	39,157 31	15,499 76	23,657 55	(22,000 00)	(15,499 76)					
Olam International Ltd		0 00	0 00				12/29/09	11,000 00	18,089 97	7,749 88	12,059 09	(11,000 00)	(7,749 88)					
Olam International Ltd		0 00	0 00				12/28/09	16,500 00	30,122 33	11,624 82	18,497 51	(16,500 00)	(11,624 82)					
Olam International Ltd		0 00	0 00				12/29/10	6,000 00	11,180 55	4,227 23	6,953 32	(6,000 00)	(4,227 23)					
Olam International Ltd		0 00	0 00						0 00	0 00	0 00							
Oracle Corp	03/12/08	14,240 00	275,941 30				08/19/09	1,800 00	39,203 17	34,880 22	4,322 95	12,440 00	241,061 08		12,440	241,061		
		0 00	0 00						0 00	0 00	0 00							
Pearle Inc	10/29/03	3,200 00	104,420 00				04/01/09	1,300 00	89,259 19	42,420 63	46,838 57	1,900 00	61,999 38		2,500	86,912		
Pearle Inc	01/07/04	1,000 00	37,965 00				08/19/09	400 00	30,760 20	13,052 50	17,707 70	600 00	24,912 50					
Procter & Gamble		0 00	0 00	04/21/09	5 700	288,213 66		08/19/09	750 00	39,703 97	37,922 85	1,781 12	4,950 00	250,290 81		4,950	250,291	
Qualcomm Inc	09/04/03	5 600 00	115,425 80				02/19/09	2 050 00	73,741 16	42,254 09	31,487 07	3,550 00	73,171 71		5 250	120,650		
Qualcomm Inc	01/07/04	1 700 00	47,478 70						0 00	1 700 00	47,478 70							
		0 00	0 00						0 00	0 00	0 00							
Qutagen NV	08/12/05	6 260 00	75,602 79				03/17/09	1 316 00	21,036 06	15,893 49	5,142 57	4 944 00	59,709 30		8 560	104,067		

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		SHARES	COST						SHARES	COST	GAIN/(LOSS)		
Qutagen NV	01/08/04	2 800.00	35 164.06				03/17/09	1,591.00	24,182.61	19,214.70	4,967.91	1 209.00	15,949.36
Qutagen NV	09/09/04	900.00	7,845.06				03/19/09	893.00	14,194.46	10,784.87	3,409.59	7.00	(2,939.81)
Qutagen NV	08/12/05	2 400.00	31 368.37									2,400.00	31 368.37
		0.00	0.00									0.00	0.00
Rio Tinto	10/31/02	990.00	18 406.50	07/21/09	1 600	56 628.19						0.00	2,590.00
Rio Tinto	01/08/04	3,100.00	86 371.44									3,100.00	86 371.44
Rio Tinto		0.00	0.00									0.00	0.00
Rio Tinto		0.00	0.00									0.00	0.00
RTS Rio Tinto		0.00	0.00				07/14/09		24 308.47		24 308.47	0.00	0.00
Roche Holdings	04/20/05	900.00	103 360.74				02/09/09	389.00	47,876.11	44,674.81	3,201.30	511.00	58,685.93
Roche Holdings	04/20/05	300.00	34 453.58				08/13/09	811.00	123 484.97	93 140.00	30 344.97	(511.00)	(58,686.42)
		0.00	0.00									0.00	0.00
RPS Group	09/16/08	12 388.00	64 233.44									0.00	12,388.00
RPS Group	09/17/08	27 138.00	137 196.38									0.00	27 138.00
RPS Group	09/18/08	3 964.00	20 488.05									0.00	3 964.00
		0.00	0.00									0.00	0.00
Sap Aktiengesellschaft	10/22/08	4 300.00	156 555.69									0.00	4 300.00
		0.00	0.00									0.00	156 555.69
Sasol Ltd	05/06/02	2,000.00	22 923.56				06/25/09	4,700.00	158,476.34	52,360.44	106,115.90	(2 700.00)	(29 436.88)
Sasol Ltd	06/19/02	3 800.00	41 429.68									3,800.00	41 429.68
Sasol Ltd	10/28/02	1,200.00	12 704.92									1 200.00	12 704.92
Sasol Ltd	01/08/04	2 100.00	30 993.20									2 100.00	30 993.20
		0.00	0.00									0.00	0.00
Schlumberg LTD	12/20/04	2,270.00	73 953.54				10/07/09	800.00	45 454.83	26 062.92	19,391.91	1 470.00	47 890.62
Schlumberg LTD	1/7/04	1400	37 597.00									1 400.00	37 597.00
Schlumberg LTD	12/20/04	900	29 320.79									900.00	29 320.79
Schlumberg LTD		0	0.00	3/17/09	1 600	61 852.48						1,600.00	61 852.48
		0	0.00									0.00	0.00
Sigma Aldrich		0	0.00	3/30/09	3,730	143,371.13						3,180.00	122,230.62
Sigma Aldrich		0	0.00	3/31/09	3 270	130,800.98						3 270.00	130,800.98
		0	0.00									0.00	0.00
Sime Darby Berhad		23271	64 507.75				10/8/09	15 000.00	37 641.37	41 580.35	(3,938.98)	8 271.00	22,927.40
Sime Darby Berhad	6/27/08	73000	207 925.88				11/19/09	13 200.00	34 894.59	36,966.67	(2,072.08)	59 800.00	170,959.21
Sime Darby Berhad							11/20/09	14 400.00	37,940.93	41,015.52	(3,074.59)	(14,400.00)	(41,015.52)
Sime Darby Berhad							11/24/09	17,300.00	45,484.52	49 275.59	(3 791.07)	(17,300.00)	(49,275.59)
Sime Darby Berhad							11/23/09	20 200.00	53 242.71	57 535.65	(4,292.94)	(20 200.00)	(57 535.65)
Sime Darby Berhad							11/25/09	16 171.00	42 652.58	46,059.85	(3 407.27)	(16 171.00)	(46 059.85)
												0.00	0.00
												0.00	0.00
												0.00	0.00
Standard Chartered Plc	09/26/03	1 991.00	28 576.40				10/08/09	2 400.00	55,334.06	35 875.71	19,458.35	(409.00)	(7,299.31)
Standard Chartered Plc	01/24/05	4,900.00	87 448.93									4,900.00	87 448.93
Standard Chartered Plc	01/08/04	2,200.00	37,378.23									2 200.00	37 378.23
Standard Chartered Plc	01/24/05	1 500.00	26 770.06									1 500.00	26 770.06
		0.00	0.00									0.00	0.00
		0.00	0.00									0.00	0.00
Staples	02/02/09	0.00	0.00	02/02/09	7,720	137,222.23						5,920.00	105,227.41
Staples		0.00	0.00	03/17/09	12,300	197 317.83						12 300.00	197,317.83
		0.00	0.00									0.00	0.00
Spncl M3	05/27/08	16.00	62 815.60									16.00	62,815.60
Spncl M3	05/27/08	5.00	19 599.56									5.00	19 599.56
Spncl M3		30.00	117 944.24									30.00	117,944.24
												0.00	0.00
Sonova Holding AG	07/21/08	2 690.00	205 401.65				10/08/09	400.00	40 627.97	30,543.00	10,084.97	2 290.00	174,858.65
		0.00	0.00									0.00	0.00
The Swatch Group		0.00	0.00	07/01/09	156	25 006.47						156.00	25 006.47
		0.00	0.00									0.00	0.00
Sunilomo Realty & Dev	09/30/05	3,000.00	72,716.09				05/08/08	13 000.00	151 556.66	245,104.00	(93 547.34)	(10 000.00)	(172,387.91)
Sunilomo Realty & Dev	09/16/05	5 000.00	70 860.15									5 000.00	70,860.15
Sunilomo Realty & Dev	09/30/05	2 000.00	29 086.43									2 000.00	29,086.43
Sunilomo Realty & Dev	04/24/08	3,000.00	72 441.06									3 000.00	72,441.06
		0.00	0.00									0.00	0.00
Swatch Group		0.00	0.00	06/30/09	744	116,563.39						744.00	116,563.39
		0.00	0.00									0.00	0.00
Swiss Reinsurance	07/29/04	500.00	28 433.84				03/20/09	2 600.00	33,999.00	174 472.30	(140,473.30)	(2,100.00)	(146,038.46)
Swiss Reinsurance	01/24/05	1 500.00	105 263.77									1 500.00	105 263.77
Swiss Reinsurance	07/29/04	100.00	5 686.77									100.00	5 686.77

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DESCRIPTION	DATE	BEGINNING SHARES	COST	DATE	PURCHASES SHARES	COST	SHARE ADJUST	DATE	SHARES	SALES PROCEEDS	COST	GAIN/(LOSS)	ENDING SHARES	COST	SHARES *	COST
Swiss Reinsurance	01/24/05	500.00	35,087.92									0.00	500.00	35,087.92		
		0.00	0.00									0.00	0.00	0.00		
		0.00	0.00									0.00	0.00	0.00		
Syntex Inc	11/14/05	1,200.00	130,238.55					03/17/09	351.00	37,398.36	38,094.78	(696.42)	849.00	92,143.77	1,120	156,532
Syntex Inc	11/14/05	370.00	40,156.88					03/18/09	1,149.00	124,168.32	124,703.40	(535.08)	(779.00)	(84,546.52)		
Syntex Inc	07/08/08	1,050.00	148,935.16									0.00	1,050.00	148,935.16		
		0.00	0.00									0.00	0.00	0.00		
		0.00	0.00									0.00	0.00	0.00		
Telekomunikasi		7,300.00	339,021.49					07/27/09	1,300.00	42,169.09	60,373.69	(18,204.60)	6,000.00	278,647.80	6,000	278,648
		0.00	0.00									0.00	0.00	0.00		
		0.00	0.00									0.00	0.00	0.00		
Teva Pharmaceutical		0.00	0.00	03/17/09	4,400	195,545.24		08/19/09	600.00	30,923.20	26,665.26	4,257.94	3,800.00	168,879.98	3,800	168,880
Walgreen Co	10/27/06	3,850.00	166,399.70					06/11/09	1,000.00	30,861.20	43,220.70	(12,359.50)	2,850.00	123,179.00	14,450	607,646
Walgreen Co		2,700.00	124,351.47									0.00	2,700.00	124,351.47		
Walgreen Co		4,400.00	195,348.12									0.00	4,400.00	195,348.12		
Walgreen Co	09/04/08	4,500.00	164,767.05									0.00	4,500.00	164,767.05		
		0.00	0.00									0.00	0.00	0.00		
		0.00	0.00									0.00	0.00	0.00		
Wells Fargo & Co	09/10/04	3,600.00	107,586.00					06/11/09	1,100.00	27,684.30	32,873.50	(5,189.20)	2,500.00	74,712.50	12,900	345,833
Wells Fargo & Co	05/03/06	3,000.00	100,791.60									0.00	3,000.00	100,791.60		
Wells Fargo & Co	09/10/04	1,600.00	35,662.00									0.00	1,600.00	35,662.00		
Wells Fargo & Co	05/03/06	400.00	26,877.76									0.00	400.00	26,877.76		
Wells Fargo & Co		0.00	0.00	05/04/09	5,400	107,589.60						0.00	5,400.00	107,589.60		
		0.00	0.00									0.00	0.00	0.00		
		0.00	0.00									0.00	0.00	0.00		
WPP Group PLC	02/04/09	0.00	0.00	02/04/09	21,630	137,222.48		10/08/09	4,000.00	32,796.69	25,376.33	7,420.36	17,630.00	111,846.15	17,630	111,846
Yahoo Inc	10/16/08	26,000.00	322,730.20					07/27/09	3,200.00	55,005.94	39,720.64	15,285.30	22,800.00	283,009.56	22,800	283,010
OGB Fiduciary		0.00	0.00									0.00	0.00	0.00		
Total Equities		1,196,301.00	15,772,092.19		192,358	4,686,665.26	175.00		761,014.00	6,433,872.04	6,692,300.29	(258,428.25)	627,820.00	13,766,457.16	627,820	13,766,457.16
Fixed Income																
Comcast Corp 7.125%	10/07/02	300,000.00	288,750.00					07/17/09	375,000.00	401,250.00	375,400.53	25,849.47	(75,000.00)	(86,650.53)	0	0
Comcast Corp 7.125%	01/07/04	75,000.00	86,650.53									0.00	75,000.00	86,650.53		
Cummins Engine Inc 6.75%	04/25/01	400,000.00	366,488.00					12/17/09	400,000.00	382,200.00	366,488.00	15,712.00	0.00	0.00	0	0
		0.00	0.00									0.00	0.00	0.00		
		0.00	0.00									0.00	0.00	0.00		
		0.00	0.00									0.00	0.00	0.00		
JP Morgan & Co Series MTNA 02/15/12	10/15/99	100,000.00	87,150.00									0.00	100,000.00	87,150.00	100,000	87,150
		0.00	0.00									0.00	0.00	0.00		
		0.00	0.00									0.00	0.00	0.00		
Mexico- United Mexican Sts 1/2/03	10/22/04	55,000.00	479,070.48					12/24/09	70,000.00	542,677.72	609,726.07	(67,048.35)	(15,000.00)	(130,655.59)	0	0
Mexico- United Mexican Sts 1/2/03	10/22/04	15,000.00	130,655.59									0.00	15,000.00	130,655.59		
Rio Tinto 9%		0.00	0.00	04/22/09	500,000	509,375.00						0.00	500,000.00	509,375.00	500,000	509,375
		0.00	0.00									0.00	0.00	0.00		
		0.00	0.00									0.00	0.00	0.00		
US Treasury Bonds 3.625% 4/15/28	04/08/98	250,000.00	245,506.55					06/11/09	100,000.00	152,352.47	98,202.62	54,149.85	150,000.00	147,303.93	500,000	556,930
US Treasury Bonds 3.625% 4/15/28	06/02/98	75,000.00	75,235.21									0.00	75,000.00	75,235.21		
US Treasury Bonds 3.625%	12/01/99	125,000.00	120,700.51									0.00	125,000.00	120,700.51		
US Treasury Bonds 3.625%	01/07/04	150,000.00	213,690.13									0.00	150,000.00	213,690.13		
		0.00	0.00									0.00	0.00	0.00		
		0.00	0.00									0.00	0.00	0.00		
US Treasury Notes 5.0% 2/15/11	06/06/01	250,000.00	242,929.70									0.00	250,000.00	242,929.70	470,000	475,258
US Treasury Notes 5.0% 2/15/11	03/30/05	100,000.00	103,250.00									0.00	100,000.00	103,250.00		
US Treasury Notes 5.0% 2/15/12	01/07/04	120,000.00	129,078.30									0.00	120,000.00	129,078.30		
		0.00	0.00									0.00	0.00	0.00		
US Treasury Notes 4.25% 8/15/15	08/29/05	713,000.00	718,793.13									0.00	713,000.00	718,793.13	930,000	937,556
US Treasury Notes 4.25% 8/15/15	08/29/05	217,000.00	218,763.13									0.00	217,000.00	218,763.13		
		0.00	0.00									0.00	0.00	0.00		
US Treasury Notes 4.625 11/15/16		1,000,000.00	1,012,968.75									0.00	1,000,000.00	1,012,968.75	1,000,000	1,012,968
		0.00	0.00									0.00	0.00	0.00		

RANDOLPH FOUNDATION (New)
HARDING LOEVNER ACCOUNT
June 30, 2008

DESCRIPTION	BEGINNING			PURCHASES			SHARES			SALES			ENDING			
	DATE	SHARES	COST	DATE	SHARES	COST	ADJUST	DATE	SHARES	PROCEEDS	COST	GAIN/(LOSS)	SHARES	COST	SHARES • COST	
Total Mutual Fund & Fixed Income	3 945 000 00	4 519 680 01		500,000	509,375 00	0 00		945,000 00	1 478,480 19	1,449 817 22	28,662 97		3 500 000 00	3 579 237 79	3,500 000 00	3,579,237 79
Cash and Money Funds												0 00	0 00	0		
US Dollar (all currencies)	0 00											0 00	0 00	0		
US Dollar	0 00	0 00										0 00	0 00	0 00		
US Dollar	0 00	0 00										0 00	0 00	0 00		
Total Cash & Money Funds	0 00	0 00		0 00	0 00	0 00		0 00	0 00	0 00	0 00	0 00	0 00	0 00	0 00	
Total Portfolio	5 141 301 00	20 291 772 20		692 358	5 196 040 26	175 00		1 706,014 00	7 912 352 23	8 142,117 51	(229,765 28)		4 127,820 00	17 345 694 95	4,127 820 00	17,345,694 95
January 1 2008	6 484 217 00	22,841,761 40		548 780 00	5,523,276 88	0 00		1 911,586 00	7,768,654 61	8 073,265 37	(304,610 76)		5 141,301 00	20 291 772 91	Less Cash	0 00
January Total	5 141 301 00	20 291 772 20		13,400 00	294,675 28	0 00		700 00	146 964 78	100 278 72	46,686 06		5,154 001 00	20,486 168 76	Cost	17,345,694 95
February Total	5 141 301 00	20 291,772 20		55 840 00	959 832 79	0 00		18,159 00	684 906 48	879,097 80	(194 191 32)		5,178,982 00	20,372 507 19		
March	5,141 301 00	20,291,772 20		107,298	1,961,353 99	0 00		47 649 00	1,933 450 25	2 236 299 65	(302,849 40)		5,200,950 00	20,016 826 54	Mkt Value	21,878,859 19
April	5,141 301 00	20,291,772 20		630,258 00	3,144 177 94	0 00		77 863 00	2 312,767 66	2 775 855 08	(463 087 42)		5,693 696 00	20,660,095 07		
May	5,141,301 00	20,291,772 20		643,658 00	3,498,856 32	0 00		116,964 00	2 715 132 18	3,573 564 08	(858,431 90)		5,667,995 00	20,217 064 45	Valuation A/C	4,533,164 24
June	5,141,301 00	20,291,772 20		660,602 00	3,771,085 36	0 00		279 004 00	3,609 780 28	4,615 273 75	(1 005,493 47)		5,522 889 00	19,447,583 81		
Jul	5,141,301 00	20,291,772 20		655,700 00	3,789 410 43	0 00		666 754 00	4,461 510 02	5,409,180 10	(947,670 08)		5,136,905 00	18,735,312 12	Last Month	4,068,685 46
Aug	5,141,301 00	20,291,772 20		665,700 00	4,161,776 43	0 00		721,773 00	5 201 713 86	5,884 309 47	(682,595 61)		5,091,886 00	18,632,548 75		
Sep	5,141,301 00	20,291,772 20		665,944 00	4,182,636 43	0 00		721,773 00	5,221,714 03	5,895,005 63	(673 291 60)		5,086 130 00	18,642,712 59	Chg in Valuation	464,478 78
Oct	5,141,301 00	20,291,772 20		668,800 00	4,438,850 22	0 00		770 843 00	5 842 132 80	6,372 780 65	(530,647 85)		5,046,916 00	18,421 151 36		
Nov	5,141,301 00	20,291,772 20		673,300 00	4,784,484 96	0 00		1,054 114 00	6,429 653 94	6,914,182 83	(484,528 89)		4,767,145 00	18,225,383 92		
Dec	5,141,301 00	20,291,772 20		685,700 00	5 196,040 26	0 00		1,706 014 00	7 912 352 23	8 142,117 51	(229,765 28)		4,124 745 00	17,345 694 95		
January Total	7813952	21791539		294,675 28				700 00	146,964 78	100,278 72	46,686 06		12,700 00	194,395 86		(1,572,246 70)
February Total	7813952	21791539		665 157 51				18,159 00	537 941 70	778 819 08	(240,877 38)		24,981 00	(113,661 57)		
March	7813952	21791539		1,001,521 20				47,649 00	1,248 543 77	1,357,201 85	(108,658 08)		21,968 00	(355,680 65)		1,561,682 88
April	7813952	21791539		1,182,823 95				77,863 00	379 317 41	539 555 43	(160,238 02)		492,745 00	643,268 52		1,560,277 89
May	7813952	21791539		354,678 38				116,964 00	402 364 52	797 709 00	(395,344 48)		(25,701 00)	(443,030 62)		1,865,678 12
June	7813952	21791539		272,229 04				279,004 00	894 648 10	1,041,709 68	(147,061 58)		(145,096 00)	(769,480 64)		(362,820 27)
Jul	7813952	21791539		18,325 07				666 754 00	851 729 74	793 906 35	57,823 39		(385,994 00)	(712,271 69)		1,390,384 47
Aug	7813952	21791539		372,366 00				721,773 00	740 203 84	475 129 37	265,074 47		(45,019 00)	(102,763 37)		184,159 24
Sep	7813952	21791539		20,860 00				727,773 00	20 000 17	10,696 16	9,304 01		(5,756 00)	10,163 84		1,095,516 99
Oct	7813952	21791539		256,213 79				770 843 00	620,418 77	477,775 02	142,643 75		(40,214 00)	(221,561 23)		221,561 23
Nov	7813952	21791539		345,634 74				1,054 114 00	587 521 14	541 402 18	46,118 96		(278,771 00)	(195,767 44)		55,381 27
Dec	7813952	21791539		411,555 30				1,706 014 00	1,482 698 29	1,227,934 68	254,763 51		(642,400 00)	(879,688 97)		991,094 75

The Randolph Foundation
 Grants Paid
 2009

<u>Date</u>	<u>Ck #</u>	<u>Grantee</u>	<u>Amount</u>
General Grants:			
7/9/09	2805	ACTON INSTITUTE	15,000.00
10/7/09	2942	Americans for Tax Reform	25,000.00
8/20/09	2888	Assoc. of American Educators F	25,000.00
12/14/09	3112	Atlas Economic Research	15,000.00
6/3/09	2691	Beringia South	10,000.00
7/9/09	2818	Calvary St. George's	5,000.00
7/9/09	2829	Center for Independent Thought	5,000.00
4/1/09	2622	Center for Individual Rights	25,000.00
10/7/09	2946	Center for Military Readiness	5,000.00
4/30/09	2661	Children's Hospital	7,100.00
10/7/09	2941	Common Good	20,000.00
1/23/09	2491	Competitive Enterprise Instit.	75,000.00
6/3/09	2719	Council On Foreign Relations	10,000.00
7/9/09	2807	Council On Foreign Relations	25,000.00
6/3/09	2717	Cystic Fibrosis Foundation	1,000.00
6/3/09	2726	Donors Trust	275,000.00
9/22/09	Trans-1	Donor's trust - Refund	(275,000.00)
4/29/09	GJ 4-6	Donors Trust/ML - wire	275,000.00
6/3/09	2718	Ethics and Public Policy Ctr	50,000.00
12/14/09	3114	Foundation for Individual Righ	5,000.00
4/30/09	2672	Foundation for the Carolina's	10,000.00
11/13/09	3033	Friends of Grace Church School	20,000.00
6/2/09	2783	George Mason Law & Economics	40,000.00
7/9/09	2813	George Mason University	10,000.00
8/18/09	Donors Trust G	Grant to Donors Trust	500,000.00
3/26/09	IWF Grant	Grant to IWF	100,000.00
4/1/09	2623	Hoover Institute	25,000.00
4/1/09	2624	Hoover Institute	25,000.00
4/1/09	2625	Hoover Institute	25,000.00
6/2/09	2781	Hudson Institute	10,000.00
2/11/09	2522	Independent Women's Forum	30,000.00
2/20/09	2551	Independent Women's Forum	150,000.00
2/20/09	2551V	Independent Women's Forum	(150,000.00)
10/22/09	2983	International Policy Network	50,000.00
4/1/09	2621	Inititute for Justice	75,000.00
4/2/09	GJ 4-2	IWF - transfer	100,000.00
1/8/09	2471	Jewish Inst. for Nat'l Securit	2,500.00

STMT #20

The Randolph Foundation
Grants Paid
2009

<u>Date</u>	<u>Ck #</u>	<u>Grantee</u>	<u>Amount</u>
6/3/09	2715	MANHATTAN INSTITUTE	25,000.00
8/20/09	2886	Manhattan Institute for Policy	10,000.00
10/7/09	2944	Middle East Media Research Ins	50,000.00
11/13/09	3035	National Legal and Policy Cent	20,000.00
3/6/09	2587	NYC Police Foundation	1,500.00
4/1/09	2619	Our Lady of La Salette Church	25,000.00
4/1/09	2620	Philanthropy Roundtable	25,000.00
2/5/09	2515	Pioneer Institute	1,000.00
1/8/09	2468	Prison Entrepeneurship Program	2,500.00
5/13/09	GJ5-1	Rec Americans for Prosperity wire	225,000.00
3/20/09	2600	Student Sponser Partnership	7,500.00
10/22/09	2988	The Buckeye Institute	10,000.00
6/2/09	2784	The DREAM Project	2,000.00
1/8/09	2467	The Gilder Lehrman Inst of Ame	20,000.00
10/7/09	2943	The Human Rights Foundation	25,000.00
3/20/09	2599	The Institute of World Politic	20,000.00
7/9/09	2809	The Rosenkranz Foundation	5,000.00
8/6/09	2872	Thomas B. Fordham	20,000.00
Ending Balance			2,115,100.00

Family Grants:

11/13/09	3030	Accion International	1,000.00
11/24/09	3053	American Civil Liberties Union	1,000.00
1/23/09	2489	American Theatre Wing	2,500.00
10/22/09	2987	Barnum Museum	7,100.00
12/14/09	3113	Botanical Garden Foundation	7,100.00
12/22/09	3131	Botanical Garden Foundation	5,000.00
6/24/09	2785	Cambodian Living Acts	1,000.00
6/3/09	2727	Camp Arcadia Scholarship Found	5,000.00
12/22/09	3132	Carrboro Elementary School	2,100.00
12/14/09	3110	Cathedral Church of St. John t	3,100.00
11/13/09	3026	Children's Hospital	5,150.00
12/14/09	3109	Children's Hospital	7,100.00
4/30/09	2671	Christian Community Action	7,100.00
3/6/09	2588	Church of St. Bernard	1,000.00
10/22/09	2985	Connecticut Audubon Society	7,100.00
11/24/09	3058	Council Parliament of World's	4,000.00
10/22/09	2986	Cystic Fibrosis Foundation	7,100.00

The Randolph Foundation
Grants Paid
2009

<u>Date</u>	<u>Ck #</u>	<u>Grantee</u>	<u>Amount</u>
12/22/09	3130	Danbury Animal Welfare Society	2,100.00
12/14/09	3108	Doctors Without Boarders	7,100.00
6/3/09	2723	Evergreen Network, Inc.	7,100.00
11/13/09	3034	Faith & Law	5,000.00
1/23/09	2488	Foodbank of Santa Barbara	3,575.00
12/14/09	3115	Green America	4,000.00
2/20/09	2550	Independent Women's Forum	850.00
2/20/09	2552	Indiana University/SPEA	7,150.00
5/12/09	2683	Mandell Jewish Community Cente	5,000.00
11/13/09	3029	North Carolina Nature Conserv	1,000.00
11/13/09	3028	Pathfinder International	1,000.00
11/24/09	3057	Prep-for-Prep	4,000.00
12/14/09	3111	Relevate Group	7,100.00
11/24/09	3055	SAFE Haven for Cats	1,000.00
1/23/09	2495	Santa Barbara Museum of Art	3,575.00
11/13/09	3027	Santa Barbara Museum of Art	7,100.00
11/13/09	3039	SPCA of the Triad	4,000.00
11/24/09	3054	St. David's Relief Foundation	7,100.00
11/24/09	3056	Temple of Understanding	3,100.00
11/13/09	3036	The Harlem Children's Zone	7,100.00
11/13/09	3032	The Institute for Sustainable	5,000.00
1/23/09	2493	The International Labor Rights	4,600.00
6/29/09	2790	The Peddie School	1,100.00
7/24/09	2838	The Peddie School	1,100.00
11/13/09	3031	Union of Concerned Scientists	1,000.00
1/8/09	2469	Wildlife In Crisis	2,000.00
9/28/09	2934	Yale University	10,000.00
9/28/09	2935	Yale University	<u>10,000.00</u>
		Ending Balance	196,200.00

Director Allocation:

2/20/09	2549	A.C.E.	1,000.00
7/9/09	2804	A.C.E.	1,000.00
6/3/09	2722	ACTON INSTITUTE	5,000.00
7/9/09	2817	ACTON INSTITUTE	5,000.00
6/2/09	2782	American Cancer Society	500.00
1/23/09	2494	American Enterprise Inst for P	8,000.00
6/1/09	2721	American India Foundation	1,000.00
6/3/09	2729	American Theatre Wing	1,500.00

The Randolph Foundation
 Grants Paid
 2009

<u>Date</u>	<u>Ck #</u>	<u>Grantee</u>	<u>Amount</u>
8/6/09	2862	American Theatre Wing	9,200.00
6/3/09	2716	Charleston Food and Wine Festi	500.00
2/5/09	2516	Foundation for Individual Righ	2,000.00
2/5/09	2514	Freedom Alliance	7,500.00
6/3/09	2728	Freedom Institute	500.00
6/3/09	2725	Gibbs Museum of Art	1,000.00
10/7/09	2940	Harlem Educational Activities	12,500.00
6/21/09	2788	Harvard College Fund	500.00
6/21/09	2789	Harvard College Fund	500.00
6/2/09	2780	Hudson River Park Trust	1,000.00
10/7/09	2945	Hunter College High School	500.00
8/20/09	2887	Institute of Medicine Nat'l Ac	5,000.00
10/7/09	2939	Juvenile Diabetes Foundation I	500.00
9/3/09	2897	Mount Sanai Medical Center	15,150.00
1/23/09	2492	New York Gilbert & Sullivan Pl	250.00
7/9/09	2806	Publicor	500.00
7/24/09	2839	Saint Vincent College	5,000.00
12/14/09	3116	Salvation Army: Massachusetts	5,000.00
6/1/09	2720	St. Vincent College	5,000.00
11/13/09	3038	The Southern Documentary Fund	1,000.00
3/6/09	2589	Tribeca Partnership	500.00
		Ending Balance	96,600.00
		Total Grants	2,407,900.00

STMT #20

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ►

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization THE RANDOLPH FOUNDATION	Employer identification number 47-0892971
	Number, street, and room or suite no. If a P O box, see instructions 255 EAST 49TH STREET, NO. 23D	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10017	

Check type of return to be filed (File a separate application for each return):

- | | | | | | |
|--------------------------------------|---|---|--------------------------------------|------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 5227 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-BL | <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 6069 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

The Organization

- The books are in the care of ► **255 EAST 49TH STREET, NO. 23D - NEW YORK, NY 10017**

Telephone No. ► **(212) 752-7148** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ►

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **November 15, 2010**

5 For calendar year **2009**, or other tax year beginning , and ending .

6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO FILE THE FOUNDATION'S 990 PF DUE TO THE AUDIT OF THE FINANCIAL STATEMENTS NOT YET BEING COMPLETE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	22,636.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► *Yoseph J. Serafino* Title ► *CPA*

Date ► **8-10-10**

Form 8868 (Rev. 4-2009)