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Form 990-PF

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

2008

Department of the Treasury Internal Revenue Service

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

For calendar year 2008, or tax year beginning 10-01-2008 and ending 09-30-2009

G Check all that apply Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions. Name of foundation: CARNEGIE CORPORATION OF NEW YORK. A Employer identification number: 13-1628151. B Telephone number: (212) 371-3200. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 2,432,582,536. J Accounting method: Accrual.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .	6,000	4,520	4,520		
	<b>2</b>	Savings and temporary cash investments . . . . .	57,046	131,830	131,830		
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	30,000,000				
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .	1,391,179	2,371,012	2,371,012		
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)	149,665,344				
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	250,369,915	<input checked="" type="checkbox"/>	239,590,518	239,590,518	
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .	45,356,012	<input checked="" type="checkbox"/>	158,054,656	158,054,656	
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .	2,183,543,114	<input checked="" type="checkbox"/>	2,031,476,341	2,031,476,341	
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ 8,208,808 Less accumulated depreciation (attach schedule) ▶ 7,615,638	615,378	<input checked="" type="checkbox"/>	593,170	593,170	
<b>15</b>	Other assets (describe ▶ _____)	<input checked="" type="checkbox"/>	1,698,259	<input checked="" type="checkbox"/>	360,489	<input checked="" type="checkbox"/>	360,489
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	2,662,702,247		2,432,582,536	2,432,582,536		
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .	1,765,156	1,868,009			
	<b>18</b>	Grants payable . . . . .	165,571,162	146,500,961			
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)	<input checked="" type="checkbox"/>	2,319,567	<input checked="" type="checkbox"/>	2,552,141	
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	169,655,885		150,921,111			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b>	Unrestricted . . . . .	2,357,709,494	2,146,324,557			
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .	135,336,868	135,336,868			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>						
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .					
	<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund					
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds						
<b>30</b>	<b>Total net assets or fund balances</b> (see the instructions)	2,493,046,362		2,281,661,425			
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see the instructions)	2,662,702,247		2,432,582,536			

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	2,493,046,362
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-148,222,353
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	2,344,824,009
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	63,162,584
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	2,281,661,425

**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)
<b>1 a</b> SEE STATEMENT 17			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 948,923,504		933,092,366	15,831,138
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			15,831,138
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	15,831,138
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8		<b>3</b>	0

**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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	118,403,171	2,978,879,087	0.039748
2006	96,306,541	2,795,347,855	0.034452
2005	83,791,990	2,347,785,222	0.035690
2004	103,404,932	2,057,875,839	0.050248
2003	96,625,485	1,889,531,906	0.051137

<b>2</b> Total of line 1, column (d).	<b>2</b>	0.211275
<b>3</b> 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	<b>3</b>	0.042255
<b>4</b> Enter the net value of noncharitable-use assets for 2008 from Part X, line 5.	<b>4</b>	2,259,373,068
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	95,469,809
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	495,787
<b>7</b> Add lines 5 and 6.	<b>7</b>	95,965,596
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	118,458,993

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 the instructions)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/>	<b>1</b>	495,787
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2.	<b>3</b>	495,787
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-.	<b>5</b>	495,787
<b>6</b>	Credits/Payments		
<b>a</b>	2008 estimated tax payments and 2007 overpayment credited to 2008	<b>6a</b>	1,600,000
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d.	<b>7</b>	1,600,000
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached.	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> .	<b>10</b>	1,104,213
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2009 estimated tax</b>	<b>11</b>	1,104,213
	<b>Refunded</b>		

**Part VII-A Statements Regarding Activities**

<b>1a</b>	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?		<b>Yes</b>	<b>No</b>
<b>1a</b>				<b>No</b>
<b>b</b>	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			<b>No</b>
<b>1b</b>				<b>No</b>
<b>c</b>	Did the foundation file <b>Form 1120-POL</b> for this year?	<b>1c</b>		<b>No</b>
<b>d</b>	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation <b>\$</b> _____ <b>0</b> <b>(2)</b> On foundation managers <b>\$</b> _____ <b>0</b>			
<b>e</b>	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> _____ <b>0</b>			
<b>2</b>	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>	<b>2</b>		<b>No</b>
<b>3</b>	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>	<b>3</b>		<b>No</b>
<b>4a</b>	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<b>4a</b>	<b>Yes</b>	
<b>b</b>	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	<b>4b</b>	<b>Yes</b>	
<b>5</b>	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>		<b>No</b>
<b>6</b>	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?	<b>6</b>	<b>Yes</b>	
<b>7</b>	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>	<b>7</b>	<b>Yes</b>	
<b>8a</b>	Enter the states to which the foundation reports or with which it is registered (see the instructions) <b>DC, NY</b>			
<b>b</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>	<b>8b</b>	<b>Yes</b>	
<b>9</b>	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	<b>9</b>		<b>No</b>
<b>10</b>	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	<b>10</b>		<b>No</b>

**Part VII-A Statements Regarding Activities Continued**

<p><b>11</b> At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)</p> <p>.....</p>	<b>11a</b>		<b>No</b>
<p><b>12</b> Did the foundation acquire a direct or indirect interest in any applicable insurance contract? . . . . .</p>	<b>12</b>		<b>No</b>
<p><b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application?</p> <p>Web site address <b>WWW CARNEGIE ORG</b></p>	<b>13</b>	<b>Yes</b>	
<p><b>14</b> The books are in care of <b>ROBERT J SEMAN</b> Telephone no <b>(212) 371-3200</b></p> <p>Located at <b>437 MADISON AVENUE NEW YORK NY</b> ZIP+4 <b>10022</b></p>			
<p><b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b>—Check here . . . . . <input type="checkbox"/></p> <p>and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b></p>			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
<b>1a</b>	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 the instructions)? . . . . . <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b>	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 2008? . . . . . <input type="checkbox"/>	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	If "Yes," list the years <b>20__ , 20__ , 20__ , 20__</b>			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see the instructions ). . . . .	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>20__ , 20__ , 20__ , 20__</b>			
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.</i> ) . . . . .	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2008?	<b>4b</b>		<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p><b>c</b> If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d). <input type="checkbox"/></p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If you answered "Yes" to 6b, also file Form 8870.</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>	<b>No</b>
<b>6b</b>		<b>No</b>
<b>7b</b>		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 20 437 MADISON AVENUE NEW YORK, NY 10022	SEE STATEMENT 20 50 00	3,033,437	693,449	50,000

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KIM LEW 437 MADISON AVE NEW YORK, NY 10022	DIRECTOR OF INVESTME 50 00	570,000	95,078	0
LI TAN 437 MADISON AVE NEW YORK, NY 10022	DIRECTOR OF INVESTME 50 00	467,500	92,942	0
PATRICIA ROSENFELD 437 MADISON AVE NEW YORK, NY 10022	PROGRAM DIRECTOR 50 00	202,750	69,101	0
STEPHEN DEL ROSSO 437 MADISON AVE NEW YORK, NY 10022	PROGRAM DIRECTOR 50 00	201,600	80,180	0
GERALDINE MANNION 437 MADISON AVE NEW YORK, NY 10022	PROGRAM DIRECTOR 50 00	200,000	58,437	0

**Total** number of other employees paid over \$50,000.  53

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SOUTHEASTERN ASSET MANAGEMENT INC 6410 POPLAR AVENUE STE900 MEMPHIS, TN 38119	INVESTMENT ADVISORY	760,948
ASSET VALUE INVESTOR LTD 54 JAMES STREET WESTMINSTER, LONDON SW1A UK	INVESTMENT ADVISORY	704,130
WIDMEYER COMMUNICATIONS 1129 20TH STREET NW WASHINGTON, DC 20036	DESIGN/COMMUNICATION SERVICES	558,710
SIMPSON THACHER & BARTLETT 425 LEXINGTON AVENUE NEW YORK, NY 10017	LEGAL SERVICES	540,995
BARES CAPITAL MANAGEMENT 221 WEST 6TH STREET STE1225 AUSTIN, TX 78701	INVESTMENT ADVISORY	486,214
<b>Total</b> number of others receiving over \$50,000 for professional services. . . . . ▶		15

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
<b>1</b> SEE STATEMENT 21	3,432,681
<b>2</b>	
<b>3</b>	
<b>4</b>	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount	
<b>1</b>		
<b>2</b>		
All other program-related investments See the instructions		
<b>3</b>		
<b>Total</b> Add lines 1 through 3. . . . . ▶		



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	2,297,182,455
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	-3,402,691
<b>c</b>	Fair market value of all other assets (see the instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	2,293,779,764
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	2,293,779,764
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see the instructions). . . . .	<b>4</b>	34,406,696
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	2,259,373,068
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	112,968,653

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	112,968,653
<b>2a</b>	Tax on investment income for 2008 from Part VI, line 5. . . . .	<b>2a</b>	495,787
<b>b</b>	Income tax for 2008 (This does not include the tax from Part VI). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	495,787
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	112,472,866
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	318,330
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	112,791,196
<b>6</b>	Deduction from distributable amount (see the instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	112,791,196

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	118,354,701
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	104,292
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	118,458,993
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions) . . . . .	<b>5</b>	495,787
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	117,963,206

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

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

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
<b>1</b> Distributable amount for 2008 from Part XI, line 7				112,791,196
<b>2</b> Undistributed income, if any, as of the end of 2007				
<b>a</b> Enter amount for 2007 only. . . . .			75,875,889	
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2008				
<b>a</b> From 2003. . . . .				
<b>b</b> From 2004. . . . .				
<b>c</b> From 2005. . . . .				
<b>d</b> From 2006. . . . .				
<b>e</b> From 2007. . . . .				
<b>f</b> <b>Total</b> of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ <u>118,458,993</u>				
<b>a</b> Applied to 2007, but not more than line 2a			75,875,889	
<b>b</b> Applied to undistributed income of prior years (Election required—see the instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see the instructions). . . . .				
<b>d</b> Applied to 2008 distributable amount. . . . .				42,583,104
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2008 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see the instructions. . . . .				
<b>e</b> Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount—see the instructions. . . . .				
<b>f</b> Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008. . . . .				70,208,092
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions). . . . .				
<b>8</b> Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .				
<b>9 Excess distributions carryover to 2008.</b> Subtract lines 7 and 8 from line 6a. . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> From 2004. . . . .				
<b>b</b> From 2005. . . . .				
<b>c</b> From 2006. . . . .				
<b>d</b> From 2007. . . . .				
<b>e</b> From 2008. . . . .				

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling. . . . .

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

	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2008</b>	<b>(b) 2007</b>	<b>(c) 2006</b>	<b>(d) 2005</b>	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**  
**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

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

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number of the person to whom applications should be addressed  
 SEE STATEMENT 22  
 C/O CARNEGIE CORPORATION OF NY 437  
 MADISON AVENUE  
 NEW YORK, NY 10022  
 (212) 371-3200

**b** The form in which applications should be submitted and information and materials they should include  
 SEE STATEMENT 22

**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  
 SEE STATEMENT 22

**Part XV** **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> SEE STATEMENT 23  SEE STATEMENT 23 NY, NY 10022	SEE STATEMENT 23	SEE STATEMENT 23	SEE STATEMENT 23	100,968,656
<b>Total . . . . .</b>				<b>▶ 3a</b> 100,968,656
<b>b</b> <i>Approved for future payment</i> SEE STATEMENT 23 SEE STATEMENT 23 NY, NY 10022	SEE STATEMENT 23	SEE STATEMENT 23	SEE STATEMENT 23	146,500,961
<b>Total . . . . .</b>				<b>▶ 3b</b> 146,500,961





## TY 2008 Accounting Fees Schedule

**Name:** CARNEGIE CORPORATION OF NEW YORK

**EIN:** 13-1628151

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	354,059	40,075	0	98,960

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2008 Depreciation Schedule

**Name:** CARNEGIE CORPORATION OF NEW YORK

**EIN:** 13-1628151

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LEASEHOLD IMPROVEMENTS, SEE STMT 16		4,195,460	4,029,971		0 %	30,942	0		
FURNITURE AND EQUIPMENT, SEE STMT 16		4,013,348	3,459,167		0 %	95,558	0		



Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2008 Expenditure Responsibility Statement

**Name:** CARNEGIE CORPORATION OF NEW YORK

**EIN:** 13-1628151

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
SEE STATEMENT 15A	SEE STATEMENT 15A NEW YORK, NY 10022	2009-09-30	27,491,610	SEE STATEMENT 15A	10,527,899	SEE STATEMENT 15A	SEE STATEMENT 15A	2009-09-30	

**TY 2008 Investments Corporate  
Bonds Schedule**

**Name:** CARNEGIE CORPORATION OF NEW YORK

**EIN:** 13-1628151

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
CORPORATE BOND OBLIGATIONS, SEE STATEMENT 18	158,054,656	158,054,656

**TY 2008 Investments Corporate  
Stock Schedule**

**Name:** CARNEGIE CORPORATION OF NEW YORK

**EIN:** 13-1628151

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
CORPORATE STOCK OBLIGATIONS, SEE STATEMENT 18	239,590,518	239,590,518

**TY 2008 Investments - Other Schedule**

**Name:** CARNEGIE CORPORATION OF NEW YORK

**EIN:** 13-1628151

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER INVESTMENTS SEE STATEMENT 19	FMV	2,031,476,341	2,031,476,341

**TY 2008 Land, Etc. Schedule**

**Name:** CARNEGIE CORPORATION OF NEW YORK

**EIN:** 13-1628151

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LEASEHOLD IMPROVEMENTS SEE STMT 16	4,195,460	4,060,913	134,547	
FURNITURE AND EQUIPMENT SEE STMT 16	4,013,348	3,554,725	458,623	

## TY 2008 Legal Fees Schedule

**Name:** CARNEGIE CORPORATION OF NEW YORK

**EIN:** 13-1628151

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	989,301	650,527	0	211,096

**TY 2008 Other Assets Schedule**

**Name:** CARNEGIE CORPORATION OF NEW YORK

**EIN:** 13-1628151

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INCOME RECEIVABLE	1,698,259	360,489	360,489

**TY 2008 Other Decreases Schedule**

**Name:** CARNEGIE CORPORATION OF NEW YORK

**EIN:** 13-1628151

Description	Amount
DECREASE IN UNREALIZED APPRECIATION (NET OF DEFERRED TAX (CREDIT))	63,162,584



## TY 2008 Other Expenses Schedule

**Name:** CARNEGIE CORPORATION OF NEW YORK

**EIN:** 13-1628151

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUSTEES EXPENSES	80,169	4,275	0	82,480
CONSULTANTS	886,943	136,605	0	641,329
POSTAGE, TELEPHONE & MESSENGER	155,446	15,131	0	140,373
OFFICE EQUIPMENT, SERVICES AND SUPPLIES	218,163	18,153	0	244,340
COMPUTER EQUIPMENT AND SERVICE	445,039	40,669	0	466,723
COPYING & DUPLICATING	68,346	6,638	0	61,789
BOOKS & PERIODICALS	84,627	20,688	0	63,980
INSURANCE	69,871	0	0	75,373
MEMBERSHIP FEES	16,725	2,525	0	12,820
MISCELLANEOUS	366,411	2,563	0	363,993
LESS FIXED ASSETS CAPITALIZED		0	0	-104,292

**TY 2008 Other Income Schedule**

**Name:** CARNEGIE CORPORATION OF NEW YORK

**EIN:** 13-1628151

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INCOME FROM LIMITED PARTNERSHIPS		30,560,291	
INCOME FROM LIMITED PARTNERSHIPS	-16,934,949	0	
INTEREST RECEIVED ON TAX REFUNDS	1,397	1,397	
MISCELLANEOUS	870	870	

**TY 2008 Other Liabilities Schedule****Name:** CARNEGIE CORPORATION OF NEW YORK**EIN:** 13-1628151

<b>Description</b>	<b>Beginning of Year - Book Value</b>	<b>End of Year - Book Value</b>
DEFERRED TAXES PAYABLE	2,319,567	2,552,141

## TY 2008 Other Professional Fees Schedule

**Name:** CARNEGIE CORPORATION OF NEW YORK

**EIN:** 13-1628151

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT & CUSTODY	2,474,544	2,634,977	0	0

**TY 2008 Taxes Schedule**

**Name:** CARNEGIE CORPORATION OF NEW YORK

**EIN:** 13-1628151

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
FEDERAL EXCISE & UBT TAXES	86,688	0	0	0
STATE UNRELATED BUSINESS INCOME TAX	62,085	0	0	0
DEFERRED FEDERAL EXCISE TAX	546,861	0	0	0