Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning 06/01 , 2008, and ending 05/31 , 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: THE ALICE PACK MELLY AND L. THOMAS MELLY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite: C/O BCRS ASSOCIATES, LLC 100 WALL STREET, 11TH FLOOR

City or town, state, and ZIP code: NEW YORK, NY 10005

A Employer identification number: 23-7059703

B Telephone number (see page 10 of the instructions): (212) 440-0800

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: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 4,225,606.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ________ (Part I, column (d) must be on cash basis)

POSTMARK DATE FEB 0 3 2010

ENVELOPE

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	NONE			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,157.	3,157.		STMT 1
	4 Dividends and interest from securities	126,155.	126,155.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	192,263.			
	b Gross sales price for all assets on line 6a 714,782.				
	7 Capital gain net income (from Part IV, line 2)		199,832.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-8,214.	-7,494.		STMT 3
	12 **Total.** Add lines 1 through 11	313,361.	321,650.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	NONE			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 4	7,200.	3,600.	NONE	3,600.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)* *	15,000.	NONE	NONE	NONE
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	NONE	NONE	NONE	NONE
	23 Other expenses (attach schedule) STMT 6	27,432.	26,996.	NONE	436.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	49,632.	30,596.	NONE	4,036.
	25 Contributions, gifts, grants paid	210,700.			210,700.
	26 Total expenses and disbursements Add lines 24 and 25	260,332.	30,596.	NONE	214,736.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	53,029.			
	b Net investment income (if negative, enter -0-)		291,054.		
	c Adjusted net income (if negative, enter -0-)			-0-	

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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * * STMT 5

Form **990-PF** (2008)

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing	53,279.	151,385.	151,385.
2	Savings and temporary cash investments	166,040.	123,953.	123,953.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 7	1,773,433.	1,720,862.	2,523,977.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ STMT 8)	1,270,704.	1,324,526.	1,426,291.
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,263,456.	3,320,726.	4,225,606.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	3,263,456.	3,320,726.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	NONE	NONE	
29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
30	Total net assets or fund balances (see page 17 of the instructions)	3,263,456.	3,320,726.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,263,456.	3,320,726.	

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	3,263,456.
2	Enter amount from Part I, line 27a	2	53,029.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	4,242.
4	Add lines 1, 2, and 3	4	3,320,727.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,320,726.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-)or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	192,263.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	NONE

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	289,610.	6,884,384.	0.042068
2006	790,879.	6,976,280.	0.113367
2005	200,900.	6,969,315.	0.028826
2004	523,615.	7,229,181.	0.072431
2003	436,404.	7,531,933.	0.057941

2 **Total** of line 1, column (d)	2	0.314633
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.062927
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	4,506,239.
5 Multiply line 4 by line 3	5	283,564.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,911.
7 Add lines 5 and 6	7	286,475.
8 Enter qualifying distributions from Part XII, line 4	8	214,736.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling letter _________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	5,821.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	2	
3	Add lines 1 and 2	3	5,821.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . .	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	5,821.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 . . . . 6a 5,912.		
b	Exempt foreign organizations-tax withheld at source . . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . . 6c 1,500.		
d	Backup withholding erroneously withheld 6d		
7	Total credits and payments Add lines 6a through 6d	7	7,412.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	7.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶	10	1,584.
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 1,584. **Refunded** ▶	11	NONE

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ NONE (2) On foundation managers ▶ $ NONE			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ NONE			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* . .	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CT, NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BCRS ASSOCIATES, LLC Telephone no ▶ 212-440-0800

Located at ▶ 100 WALL STREET, 11TH FLOOR, NEW YORK, NY ZIP + 4 ▶ 10005

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

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.

				Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)					
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)?			1b	N/A	
	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 2008?			1c	N/A	
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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ 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 page 20 of the instructions)			2b	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 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)*			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 2008?			4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** 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? **6b** X (No)

If you answered "Yes" to 6b, also file Form 8870

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? **7b** X (No)

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

Total number of others receiving over $50,000 for professional services ▶ NONE

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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER SECTION	NONE
2 501 (C)(3) OF THE INTERNAL REVENUE SERVICE.	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	NONE
2 N/A	NONE
All other program-related investments See page 24 of the instructions	
3 N/A	NONE
Total. Add lines 1 through 3 ▶	NONE

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	2,870,039.
b	Average of monthly cash balances	1b	267,526.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	1,437,297.
d	**Total** (add lines 1a, b, and c)	1d	4,574,862.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,574,862.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	68,623.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,506,239.
6	**Minimum investment return.** Enter 5% of line 5	6	225,312.

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

1	Minimum investment return from Part X, line 6			1	225,312.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	5,821.		
b	Income tax for 2008 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,821.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	219,491.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	219,491.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	219,491.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	214,736.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	214,736.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	214,736.

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
1 Distributable amount for 2008 from Part XI, line 7				219,491.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			NONE	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2008				
a From 2003 ... NONE				
b From 2004 ... 89,070.				
c From 2005 ... NONE				
d From 2006 ... 445,017.				
e From 2007 ... NONE				
f Total of lines 3a through e	534,087.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 214,736.				
a Applied to 2007, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2008 distributable amount				214,736.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	4,755.			4,755.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	529,332.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	529,332.			
10 Analysis of line 9.				
a Excess from 2004 ... 84,315.				
b Excess from 2005 ... NONE				
c Excess from 2006 ... 445,017.				
d Excess from 2007 ... NONE				
e Excess from 2008 ... NONE				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 13

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:

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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 SCHEDULE ATTACHED				210,700.
Total . . . . . . ▶ **3a**				210,700.
b *Approved for future payment*				
NONE				NONE
Total . . . . . . ▶ **3b**				NONE

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 (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion 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			14	3,157.	
4 Dividends and interest from securities			14	126,155.	
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	523000	-7,569.	18	199,832.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 14	523000	-720.	01	-7,494.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-8,289.		321,650.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 313,361.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions.)
	N/A

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

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting 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

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

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		

Sign Here

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

L. Thomas Melly | 2/1/10 | TRUSTEE

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature [signature]	Date 1/21/10	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00963994
Firm's name (or yours if self-employed), address, and ZIP code	BCRS ASSOCIATES, LLC 100 WALL STREET - 11TH FL NEW YORK, NY 10005		EIN 13-4078147 Phone no 212-440-0800

Form **990-PF** (2008)

JSA
8E1493 1 000

- 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	Name of Exempt Organization THE ALICE PACK MELLY AND L.THOMAS MELLY FOUNDATION	**Employer identification number** 23-7059703
File by the extended due date for filing the return See instructions.	Number, street, and room or suite no If a P O box, see instructions. C/O BCRS ASSOCIATES, LLC 100 WALL STREET - 11TH FLOOR	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10005	

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

☐ Form 990 ☒ Form 990-PF ☐ Form 1041-A ☐ Form 6069
☐ Form 990-BL ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 4720 ☐ Form 8870
☐ Form 990-EZ ☐ Form 990-T (trust other than above) ☐ Form 5227

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

- The books are in the care of ▶ BCRS ASSOCIATES, LLC

Telephone No. ▶ 212-440-0800 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 APRIL 15 , 2010 .

5 For calendar year ______, or other tax year beginning JUNE 1 , 2008 , and ending MAY 31 , 2009 .

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 ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.

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	$ 7,412.00
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	$ 7,412.00
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	$ 0.00

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 ▶ Title ▶ CPA Date ▶ 1/14/2010

Form **8868** (Rev April 2009)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization: THE ALICE PACK MELLY AND L. THOMAS MELLY FOUNDATION	**Employer identification number**: 23-7059703
	Number, street, and room or suite no. If a P.O. box, see instructions.: C/O BCRS ASSOCIATES, LLC 100 WALL STREET - 11 FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.: NEW YORK, NY 10005	

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

☐ Form 990	☐ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec. 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☒ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ▶ BCRS ASSOCIATES, LLC

Telephone No. ▶ 212-440-0800 FAX No. ▶ N/A

- 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 will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until JANUARY 15 , 20 10 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year 20____ or
▶ ☒ tax year beginning JUNE 1 , 20 08 , and ending MAY 31 , 20 09 .

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

3a	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.	**3a**	$ 7,412.00
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 5,912.00
c	**Balance Due.** Subtract line 3b from line 3a. 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.	**3c**	$ 1,500.00

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE SCHEDULE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
714,201.		482,450.					231,751.	
		SEC 1231 TORREY INT'L FUND PROPERTY TYPE: SECURITIES				P	VAR	VAR
17.							17.	
		LTCL THRU TORREY INT'L FUND PROPERTY TYPE: SECURITIES				P	VAR	VAR
		12,418.					-12,418.	
		LTCG THRU TORREY INT'L FUND - UBTI PROPERTY TYPE: SECURITIES				P	VAR	VAR
564.							564.	
		STCL THRU TORREY INT'L FUND PROPERTY TYPE: SECURITIES				P	VAR	VAR
		19,518.					-19,518.	
		STCL THRU TORREY INT'L FUND - UBTI PROPERTY TYPE: SECURITIES				P	VAR	VAR
		8,133.					-8,133.	
TOTAL GAIN(LOSS)							192,263.	

THE ALICE PACK MELLY & L. THOMAS MELLY FOUNDATION 23-7059703

SUPPLEMENTARY STATEMENTS

PART: XV LINE: 2 SUPPLEMENTARY STATEMENTS

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE. THE TRUSTEES CHOOSE THSE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATION'S ACTIVITIES. NO CONTRIBUTIONS, GRANTS GIFTS LOANS OR SCHOLARSHIPS ARE MADE TO INDIVIDUALS. THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES.

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST ON CREDIT BALANCE	3,157.	3,157.
TOTAL	3,157.	3,157.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GS & CO. - DIVIDENDS	87,665.	87,665.
THRU BSF 1995 LP - DIV	113.	113.
THRU TORREY INT'L FD - DIVS	28,329.	28,329.
THRU TORREY INT'L FD - INT	10,048.	10,048.
TOTAL	126,155.	126,155.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THRU TORREY INT'L FD - ORDINARY INCOME	729.	729.
THRU TORREY INT'L FD-ORD INCOME - UBTI	-720.	NONE
ROYALTIES	3.	3.
THRU TORREY INT'L FD - SECTION 988	982.	982.
THRU TORREY INT'L FD - OTHER INCOME	-9,208.	-9,208.
TOTALS	-8,214.	-7,494.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BCRS ASSOCIATES, LLC	7,200.	3,600.	NONE	3,600.
TOTALS	7,200.	3,600.	NONE	3,600.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FED EXT 990PF - FYE 05/31/08	2,500.	NONE	NONE	NONE
FED EXT 990T - FYE 05/31/08	7,000.	NONE	NONE	NONE
NYS CORP TAX EXTENSION CT-13 FYE 05/31/08	2,000.	NONE	NONE	NONE
FED EST 990PF -Q3 FYE 05/31/09	3,500.	NONE	NONE	NONE
TOTALS	15,000.	NONE	NONE	NONE

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PORTFOLIO DEDUCTIONS - THROUGH PARTNERSHIPS	16,411.	16,411.	NONE	NONE
INTEREST EXPENSE - THROUGH PARTNERSHIPS	9,832.	9,832.	NONE	NONE
FOREIGN TAXES THRU PARTNERSHIP	746.	746.	NONE	NONE
NYS DEPT. OF LAW - FILING FEE	250.	NONE	NONE	250.
BANK FEES	71.	NONE	NONE	71.
SECTION 59(E)2 EXPENDITURES	7.	7.	NONE	NONE
PUBLICATION NOTICE FEE	115.	NONE	NONE	115.
TOTALS	27,432.	26,996.	NONE	436.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE SEC LONG POSITION ATTACHED	1,720,862.	2,523,977.
TOTALS	1,720,862.	2,523,977.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BRIDGE STREET FUND 1995 LP	7,620.	7,524.
THE TORREY INT'L FUND LP	632,764.	582,632.
GS MEZZANINE OFFSHORE III LP	167,728.	192,031.
GS PRINCETON FD OFF SHORE LTD	426,384.	541,824.
KINDER MORGAN ENERGY PRTNRS,LP	90,030.	102,280.
TOTALS	1,324,526.	1,426,291.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
PRIOR YEAR ADJUSTMENT		4,242.
	TOTAL	4,242.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
L. THOMAS MELLY C/O BCRS ASSOCIATES, LLC 100 WALL STREET, 11TH FLOOR NEW YORK, NY 10005	TRUSTEE/PARTTIME	NONE	NONE	NONE
ALICE P. MELLY C/O BCRS ASSOCIATES, LLC 100 WALL STREET, 11TH FLOOR NEW YORK, NY 10005	TRUSTEE/PARTTIME	NONE	NONE	NONE
THOMAS L. MELLY C/O BCRS ASSOCIATES, LLC 100 WALL STREET, 11TH FLOOR NEW YORK, NY 10005	TRUSTEE/PARTTIME	NONE	NONE	NONE
LAURA A. MELLY C/O BCRS ASSOCIATES, LLC 100 WALL STREET, 11TH FLOOR NEW YORK, NY 10005	TRUSTEE/PARTTIME	NONE	NONE	NONE
LEE SCOTT MELLY C/O BCRS ASSOCIATES, LLC 100 WALL STREET, 11TH FLOOR NEW YORK, NY 10005	TRUSTEE/PARTTIME	NONE	NONE	NONE
DAVID RANDOLPH MELLY C/O BCRS ASSOCIATES, LLC 100 WALL STREET, 11TH FLOOR NEW YORK, NY 10005	TRUSTEE/PARTTIME	NONE	NONE	NONE

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
	GRAND TOTALS	NONE	NONE	NONE

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

L. THOMAS MELLY; C/O BCRS ASSOCIATES, LLC
100 WALL STREET, 11TH FLOOR, NEW YORK, NY 10005

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
ORD INCOME THRU:					
-TORREY INT'L FD	523000	-720.	01	729.	
ROYALTY INCOME THRU:					
-TORREY INT'L FD	523000		01	3.	
SECTION 988 INCOME THRU:			01		
-TORREY INT'L FD				982.	
OTHER INCOME THRU:					
-TORREY INT'L FD			01	-9,208.	
TOTALS		-720.		-7,494.	

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2008

Name of estate or trust: THE ALICE PACK MELLY AND L. THOMAS MELLY FOUNDATION

Employer identification number: 23-7059703

Note: *Form 5227 filers need to complete* ***only*** *Parts I and II*

Part I — Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-27,651.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-27,651.

Part II — Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	219,914.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	219,914.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-27,651.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			219,914.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			192,263.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet****, as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,200			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23 Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2008

Name of estate or trust: THE ALICE PACK MELLY AND L. THOMAS MELLY

Employer identification number: 23-7059703

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a STCL THRU TORREY INT'L FUND				19,518.	-19,518.
STCL THRU TORREY INT'L FUND - UBTI				8,133.	-8,133.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -27,651.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2008

JSA
8F1221 2 000

46351B 526W V08-8.3 16044000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE SCHEDULE ATTACHED			714,201.	482,450.	231,751.
SEC 1231 TORREY INT'L FUND			17.		17.
LTCL THRU TORREY INT'L FUND				12,418.	-12,418.
LTCG THRU TORREY INT'L FUND - UBTI			564.		564.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 219,914.

THE ALICE PACK MELLY & L. THOMAS MELLY FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 5/31/09
EIN: 13-3385061

DATE	CONTRIBUTION/CITY,STATE	AMOUNT
5/30/2009	MILL REEF FUND NEW YORK, NY	3,000 00
6/9/2008	TRINITY COLLEGE HARTFORD, CT	15,000 00
6/9/2008	KENT SCHOOL KENT,CT	10,000 00
6/9/2008	DEERFIELD ACADEMY DEERFIELD, MA	1,000.00
6/9/2008	GREENWICH COUNTRY DAY SCHOOL GREENWICH, CT	2,000 00
8/15/2008	ALL FAITHS FOOD BANK FOUNDATION SARASOTA, FL	250 00
8/15/2008	GLOBAL LITERACY PROJECT NEW BRUNSWICK, NJ	5,000.00
8/19/2008	CATO INSTITUTE WASHINGTON, DC	500 00
8/22/2008	JUDICIAL WATCH COLUMBIA, MD	750 00
9/4/2008	RINGLING COLLEGE LIBRARY ASSOCIATION SARASOTA, FL	200 00
9/10/2008	HOBART COLLEGE GENEVA, NY	50,000 00
10/1/2008	ALL FAITHS FOOD BANK FOUNDATION, INC SARASOTA, FL	100 00
10/1/2008	MOTE MARINE LABORATORY SARASOTA, FL	500.00
11/28/2008	SAA- HOBART COLLEGE GENEVA, NY	500 00

THE ALICE PACK MELLY & L. THOMAS MELLY FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 5/31/09
EIN: 13-3385061

DATE	CONTRIBUTION/CITY,STATE	AMOUNT
11/28/2008	WOODS HOLE OCEANOGRAPHIC INSTITUTION WOODS HOLE, MA	5,000 00
11/29/2008	SAFE PLACE AND RAPE CRISIS CENTER SARASOTA, FL	100 00
11/29/2008	SALVATION ARMY SARASOTA, FL	500 00
12/3/2008	SMITH COLLEGE NORTHAMPTON, MA	5,000 00
12/3/2008	FIRST PRESBYTERIAN CHURCH SARASOTA, FL	10,000 00
12/3/2008	THE METROPOLITAN MUSEUM OF ART NEW YORK, NY	10,000.00
12/3/2008	LIBERATION PROGRAMS, INC NORWALK, CT	5,000 00
12/3/2008	CHATHAM HALL CHATHAM, VA	1,000 00
12/3/2008	GREENWICH LAND TRUST COS COB, CT	1,000 00
12/3/2008	GREENWICH COUNTRY DAY SCHOOL GREENWICH, CT	1,000 00
12/3/2008	THE STANWICH SCHOOL GREENWICH, CT	500 00
12/3/2008	MIANUS RIVER GORGE PRESERVE BEDFORD, NY	500 00
12/3/2008	GREENWICH COUNCIL BOY SCOUTS OF AMERICA GREENWICH, CT	500 00
12/3/2008	LUBUTO LIBRARY PROJECT, INC WASHINGTON, DC	500 00

THE ALICE PACK MELLY & L. THOMAS MELLY FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 5/31/09
EIN. 13-3385061

DATE	CONTRIBUTION/CITY,STATE	AMOUNT
12/3/2008	PLANNED PARENTHOOD OF CONNECTICUT GREENWICH, CT	1,000 00
12/3/2008	ASSOCIATION FOR GOVERNING BOARDS WASHINGTON, DC	15,000 00
12/3/2008	SMH FOUNDATION WINONA, MN	5,000 00
12/3/2008	ROCKEFELLER UNIVERSITY NEW YORK, NY	1,000 00
12/4/2008	FAMILY CENTERS, INC GREENWICH, CT	10,000.00
12/8/2008	ALL FAITHS FOOD BANK FOUNDATION SARASOTA, FL	100 00
12/8/2008	THE CHILDRENS GUARDIAN FUND SARASOTA, FL	100 00
12/8/2008	JUDICIAL WATCH COLUMBIA, MD	750 00
1/21/2009	AMERICAN DIABETES ASSOCIATION MERRIFIELD, VA	100 00
2/9/2009	MOTE MARINE LABORATORY SARASOTA, FL	500 00
2/27/2009	THE HILL SCHOOL POTTSTOWN, PA	2,500 00
3/5/2009	THE PATRICK HENRY CENTER FAIRFAX, VA	250 00
3/9/2009	THE METROPOLITAN MUSEUM OF ART NEW YORK, NY	4,000 00
4/13/2009	THE DIAL HOPE FOUNDATION SARASOTA, FL	10,000.00
5/2/2009	SMITH COLLEGE NORTHAMPTON, MA	5,000 00
5/2/2009	THE CHURCH OF ST JOSEPH OF ARIMATHEA WHITE PLAINS, NY	250 00
5/2/2009	TREASURE COAST HOSPICE FORT PIERCE, FL	250 00

THE ALICE PACK MELLY & L THOMAS MELLY FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 5/31/09
EIN: 13-3385061

DATE	CONTRIBUTION/CITY,STATE	AMOUNT
5/5/2009	ROCKY MOUNTAIN INSTITUTE SNOWMASS, CO	12,000 00
5/5/2009	SOLAR ENERGY INTERNATIONAL CARBONDALE, CO	5,000 00
5/5/2009	NATIONAL OUTDOOR LEADERSHIP SCHOOL LANDER, WY	3,000 00
5/5/2009	VANDERBILT UNIVERSITY MEDICAL CENTER NASHVILLE, TN	1,000 00
5/5/2009	WELLESLEY COLLEGE WELLESLEY, MA	1,000 00
5/9/2009	GREENWICH COUNTRY DAY SCHOOL GREENWICH, CT	2,000 00
5/12/2009	HOBART COLLEGE GENEVA, NY	500.00
5/12/2009	FIRST PRESBYTERIAN CHURCH SARASOTA, FL	1,000 00
	TOTAL CONTRIBUTIONS	210,700.00

Alice Pack Melly & L. Thomas Melly Fdn
From 01-Jun-2008 To 31-May-2009

Base Currency : USD

Realized Gains/Losses

Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
FANNIE MAE COMMON STOCK CMN	4-Sep-85	14-Jul-08	2,680	$ 35,576.80	$ 4,715.72	$ 30,861.08	Long-Term
FANNIE MAE COMMON STOCK CMN	17-Oct-85	14-Jul-08	320	4,247.98	526.7	3,721.28	Long-Term
FANNIE MAE COMMON STOCK CMN	30-Jan-91	14-Jul-08	2,500	33,187 31	25,149.66	8,037.65	Long-Term
FANNIE MAE COMMON STOCK CMN	11-Aug-92	14-Jul-08	2,000	26,549.84	33,089.31	-6,539.47	Long-Term
CITIGROUP INC. CMN	21-May-97	29-Jul-08	4,500	77,205.16	78,770.69	-1,565.53	Long-Term
CITIGROUP INC. CMN	17-Mar-97	29-Jul-08	7,000	120,096.92	113,127.50	6,969.42	Long-Term
CITIGROUP INC. CMN	21-May-97	29-Jul-08	3,500	60,048.46	77,150.80	-17,102.34	Long-Term
ALTRIA GROUP, INC. CMN	22-Dec-86	29-Jul-08	400	8,409.55	570.72	7,838.83	Long-Term
ALTRIA GROUP, INC. CMN	10-Jul-91	29-Jul-08	1,500	31,535.82	7,835 43	23,700.39	Long-Term
ALTRIA GROUP, INC. CMN	13-Apr-89	29-Jul-08	3,600	75,685.97	8,275.26	67,410.71	Long-Term
ALTRIA GROUP, INC. CMN	7-Aug-91	29-Jul-08	3,000	63,071.65	16,724.14	46,347.51	Long-Term
ALTRIA GROUP, INC. CMN	11-Aug-92	29-Jul-08	1,500	31,535.82	9,331.40	22,204.42	Long-Term
CARNIVAL CORPORATION	23-Jul-96	2-Mar-09	8,000	147,049.53	107,182.79	39,866.74	Long-Term
TOTAL LONG TERM CAPITAL GAIN (LOSS)				$ 714,200.81	$ 482,450.12	$ 231,750.69	

Capital Gain / Loss Pg 1 of 1

Goldman Sachs

Statement Detail

ALICE PACK MELLY & L. THOMAS MELLY FDN

Holdings

Period Ended May 31, 2009

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
US STOCKS								
AMAZON.COM INC CMN (AMZN)	2,000.00	77.9900	155,980.00	78.3586	156,717.20	(737.20)		
AMER INTL GROUP INC CMN (AIG)	3,500.00	1.6900	5,915.00	49.4572	173,100.07	(167,185.07)		
AMERICAN EXPRESS CO. CMN (AXP)	3,900.00	24.8500	96,915.00	42.5886	166,095.53	(69,180.53)	2.8974	2,808.00
APPLE, INC. CMN (AAPL)	1,000.00	135.8100	135,810.00	158.7312	158,731.20	(22,921 20)		
BANK OF AMERICA CORP CMN (BAC)	7,012.00	11.3000	79,235.60	2.6781	76,557.37	60,456.94	0.3540	280.48
BERKSHIRE HATHAWAY INC CL-A (DEL) CLASS A (BRKA)	1.00	91,600.0000	91,600.00	5,991.6300	5,991.63	85,608.37		
BERKSHIRE HATHAWAY INC. CLASS B (BRKB)	24.00	2,972.0000	71,328.00	176.2217	4,229.32	67,098.68		
CISCO SYSTEMS, INC. CMN (CSCO)	18,000.00	18.5000	333,000.00	5.4583	98,250.00	234,750.00		
ESTEE LAUDER COS INC CL-A CMN CLASS A (EL)	5,000.00	33.0800	165,400.00	23.6287	118,143.54	47,256.46	1.6626	2,750.00
GENERAL ELECTRIC CO CMN (GE)	7,500.00	13.4800	101,100.00	13.4309	100,731.92	368.08	2.9674	3,000.00
GENTEX CORP CMN (GNTX)	16,000.00	11.7900	188,640.00	4.4161	70,658.14	117,981.86	3.7320	7,040.00
INTEL CORPORATION CMN (INTC)	10,000.00	15.7200	157,200.00 1,400.00	3.9688	39,687.50	117,512.50	3.5623	5,600.00
MONSANTO COMPANY CMN (MON)	1,000.00	82.1500	82,150.00	114.4310	114,431.00	(32,281.00)	1.2903	1,060.00
PEPSICO INC CMN (PEP)	6,000.00	52.0500	312,300.00	31.5845	189,507.22	122,792.78	3.4582	10,800.00
PHILIP MORRIS INTL INC CMN (PM)	10,000.00	42.6400	426,400.00	9.7384	97,384.20	329,015.80	5.0657	21,600.00
UNITED TECHNOLOGIES CORP CMN (UTX)	2,300.00	52.6100	121,003.00 885.50	65.4985	150,646.55	(29,643.55)	2.9272	3,542.00
TOTAL US STOCKS			2,523,976.60		1,720,362.38	860,892.92	3.3797	58,480.48

Long Position Pg 1 of 1