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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

2009

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

G Check all that apply.

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

## Name of foundation

THE THIRD MILLENNIUM FOUNDATION, INC.  
C/O IRENE L. MCCUTCHEON

## A Employer identification number

06-1554774

Use the IRS  
label.Otherwise,  
print  
or type.See Specific  
Instructions.

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see page 10 of the instructions)

12 SANDPIPER ROAD

City or town, state, and ZIP code

WESTPORT, CT 06880

(212) 397-3644

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:  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) ► \$ 2,217. (Part I, column (d) must be on cash basis)

(d) Disbursements  
for charitable  
purposes  
(cash basis only)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	156,301.			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B. . . . .				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities . . . . .	255.	255.		ATTACH 1
5a Gross rents . . . . .				
b Net rental income or (loss) . . . . .				
6a Net gain or (loss) from sale of assets not on line 10	6,541.			
b Gross sales price for all assets on line 6a . . . . .	99,270.			
7 Capital gain net income (from Part IV, line 2) . . . . .		99,181.		RECEIVED NOV 19 2010 OGDEN, UT
8 Net short-term capital gain . . . . .				
9 Income modifications . . . . .				
10 a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .				
c Gross profit or (loss) (attach schedule) . . . . .				
11 Other income (attach schedule) . . . . .	30.			ATTACH 2
12 Total. Add lines 1 through 11 . . . . .	163,127.	99,436.		
13 Compensation of officers, directors, trustees, etc . . . . .	0.			
14 Other employee salaries and wages . . . . .				
15 Pension plans, employee benefits . . . . .				
16 a Legal fees (attach schedule) ATCH 3 . . . . .	7,278.	3,639.	0.	3,639.
b Accounting fees (attach schedule) ATCH 4 . . . . .	6,300.	3,150.	0.	3,150.
c Other professional fees (attach schedule) . . . . .				
17 Interest . . . . .				
18 Taxes (attach schedule) (see page 14 of the instructions)* . . . . .	2,350.			
19 Depreciation (attach schedule) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .				
22 Printing and publications . . . . .	457.	228.		229.
23 Other expenses (attach schedule) ATCH 6 . . . . .	586.	293.		293.
24 Total operating and administrative expenses . . . . .				
Add lines 13 through 23 . . . . .	16,971.	7,310.	0.	7,311.
25 Contributions, gifts, grants paid . . . . .	165,819.			165,819.
26 Total expenses and disbursements Add lines 24 and 25 . . . . .	182,790.	7,310.	0.	173,130.
27 Subtract line 26 from line 12 . . . . .				
a Excess of revenue over expenses and disbursements . . . . .	-19,663.			
b Net investment income (if negative, enter -0-) . . . . .		92,126.		
c Adjusted net income (if negative, enter -0-) . . . . .			-0-	

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

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JSA \*\* ATCH 5

Form 990-PF (2009)

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PAGE 3

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917

18

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing . . . . .	13,438.	2,217.	2,217.
	2 Savings and temporary cash investments . . . . .			
	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 16 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) ATCH. 7.	8,966.	0.	
	c Investments - corporate bonds (attach schedule)			
Liabilities	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans . . . . .			
	13 Investments - other (attach schedule) . . . . .			
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ►) . . . . .			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	22,404.	2,217.	2,217.
Net Assets or Fund Balances	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) . . . . .			
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .	22,404.	2,217.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30 Total net assets or fund balances (see page 17 of the instructions) . . . . .	22,404.	2,217.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	22,404.	2,217.	

**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	22,404.
2 Enter amount from Part I, line 27a . . . . .	2	-19,663.
3 Other increases not included in line 2 (itemize) ► . . . . .	3	
4 Add lines 1, 2, and 3 . . . . .	4	2,741.
5 Decreases not included in line 2 (itemize) ► ATTACHMENT 8 . . . . .	5	524.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	2,217.

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**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>1a SEE PART IV SCHEDULE</b>					
<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>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69</b>					
(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss) . . . . .</b>	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b>	99,181.	
<b>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. . . . .</b>	{ . . . . . }		<b>3</b>		

**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))
2008	309,942.	40,964.	7.566204
2007	246,551.	68,527.	3.597867
2006	209,504.	37,302.	5.616428
2005	241,782.	38,448.	6.288546
2004	207,425.	43,252.	4.795732
<b>2 Total of line 1, column (d) . . . . .</b>		<b>2</b>	27.864777
<b>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 . . . . .</b>		<b>3</b>	5.572955
<b>4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .</b>		<b>4</b>	23,460.
<b>5 Multiply line 4 by line 3 . . . . .</b>		<b>5</b>	130,742.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .</b>		<b>6</b>	921.
<b>7 Add lines 5 and 6 . . . . .</b>		<b>7</b>	131,663.
<b>8 Enter qualifying distributions from Part XII, line 4 . . . . .</b>		<b>8</b>	173,130.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . . Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	921.		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .				
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	2	921.		
3	Add lines 1 and 2 . . . . .				
4	Subtotal A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	3	0.		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .				
6	Credits/Payments	4	921.		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 . . . . .			6a	578.
b	Exempt foreign organizations-tax withheld at source . . . . .			6b	0.
c	Tax paid with application for extension of time to file (Form 8868) . . . . .			6c	750.
d	Backup withholding erroneously withheld . . . . .			6d	
7	Total credits and payments Add lines 6a through 6d . . . . .	7	1,328.		
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> 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	400.		
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ► 400. Refunded ►	11			

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	1a	Yes	No
1b	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
<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>				
1c	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 ► \$ _____ (2) On foundation managers ► \$ _____	d		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____	e		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .	2		X
<i>If "Yes," attach a detailed description of the activities</i>				
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		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i> . . . . .	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, . . . . .	8a		
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 2009 or the taxable year beginning in 2009 (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

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

11		X
12		X
13		
Website address ► N/A		
14	Telephone no ► 212-397-3644	
Located at ► 12 SANDPIPER ROAD WESTPORT, CT ZIP + 4 ► 06880		
15	Form 1041 - Check here ► 15	

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) . . . . .

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

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .

14 The books are in care of ► IRENE L. MCCUTCHEN Telephone no ► 212-397-3644  
Located at ► 12 SANDPIPER ROAD WESTPORT, CT ZIP + 4 ► 06880

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► 15 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.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? ( Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . .		X
1c Organizations relying on a current notice regarding disaster assistance check here ►		
2 Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? . . . . .		X
2a Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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) . . . . .		
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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) . . . . .		
3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? . . . . .		X
4b		

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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))? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>					
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .				6b	X
	If "Yes" to 6b, file Form 8870					
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .				7b	

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (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
ATTACHMENT 9		0.	0.	0.
-----				
-----				
-----				
-----				

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

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

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

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

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

**Total number of others receiving over \$50,000 for professional services . . . . . ►** **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	NONE	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

**Amount**

1	NONE	
2		
All other program-related investments. See page 24 of the instructions		
3	NONE	
<b>Total. Add lines 1 through 3 . . . . . ►</b>		

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**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	10,328.
b Average of monthly cash balances	1b	13,489.
c Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d Total (add lines 1a, b, and c)	1d	23,817.
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	0.
3 Subtract line 2 from line 1d	3	23,817.
4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	357.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,460.
6 Minimum investment return. Enter 5% of line 5	6	1,173.

**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	1,173.
2a Tax on investment income for 2009 from Part VI, line 5	2a	921.
b Income tax for 2009 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	921.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	252.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	252.
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	252.

**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	173,130.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	0.
b Cash distribution test (attach the required schedule)	3b	0.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	173,130.
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	921.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	172,209.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7 . . . . .				252.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only . . . . .				
b Total for prior years 20 07 20 06 20 05 . . . . .				
3 Excess distributions carryover, if any, to 2009				
a From 2004 . . . . .	206,946.			
b From 2005 . . . . .	243,202.			
c From 2006 . . . . .	209,097.			
d From 2007 . . . . .	246,551.			
e From 2008 . . . . .	311,684.			
f Total of lines 3a through e . . . . .	1,217,480.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 173,130. . . . .				
a Applied to 2008, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .	172,608.	ATCH: 10		
d Applied to 2009 distributable amount . . . . .	270.			252.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a)) . . . . .				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	1,390,358.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	206,946.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	1,183,412.			
10 Analysis of line 9				
a Excess from 2005 . . . . .	243,202.			
b Excess from 2006 . . . . .	209,097.			
c Excess from 2007 . . . . .	246,551.			
d Excess from 2008 . . . . .	311,684.			
e Excess from 2009 . . . . .	172,878.			

Form 990-PF (2009)

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

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling				►
b	Check box to indicate whether the foundation is a private operating foundation described in section				4942(j)(3) or 4942(j)(5)
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3	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)(ii)				
(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 28 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) )

WILLIAM &amp; IRENE MCCUTCHEON

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.

N/A

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b> SEE STATEMENT ATTACHED				165,819.
<b>Total</b> .....			► 3a	165,819.
<b>b Approved for future payment</b>				NONE
<b>Total</b> .....			► 3b	

Part XVI-A **Analysis of Income-Producing Activities**

**Enter gross amounts unless otherwise indicated**

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	
<b>1</b>	<b>Program service revenue</b>					
a						
b						
c						
d						
e						
f						
<b>g</b>	<b>Fees and contracts from government agencies</b>					
<b>2</b>	<b>Membership dues and assessments</b>					
<b>3</b>	<b>Interest on savings and temporary cash investments</b>					
<b>4</b>	<b>Dividends and interest from securities</b>					
<b>5</b>	<b>Net rental income or (loss) from real estate</b>					
a	Debt-financed property					
b	Not debt-financed property					
<b>6</b>	<b>Net rental income or (loss) from personal property</b>					
<b>7</b>	<b>Other investment income</b>					
<b>8</b>	<b>Gain or (loss) from sales of assets other than inventory</b>					
<b>9</b>	<b>Net income or (loss) from special events</b>					
<b>10</b>	<b>Gross profit or (loss) from sales of inventory</b>					
<b>11</b>	<b>Other revenue</b> a					
b	<u>RETURNED BANK FEE</u>					
c						
d						
e						
<b>12</b>	<b>Subtotal Add columns (b), (d), and (e)</b>					<b>6,826.</b>
<b>13</b>	<b>Total. Add line 12, columns (b), (d), and (e)</b>					<b>6,826.</b>

(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 29 of the instructions.)
NOT APPLICABLE	

**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 . . . . .		
(2) Other assets . . . . .		
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization . . . . .		
(2) Purchases of assets from a noncharitable exempt organization . . . . .		
(3) Rental of facilities, equipment, or other assets . . . . .		
(4) Reimbursement arrangements . . . . .		
(5) Loans or loan guarantees . . . . .		
(6) Performance of services or membership or fundraising solicitations . . . . .		
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .		
d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . .  Yes  No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

Irene L. McCutchen

11-64-10

President

Sign Here

<b>Sign Here</b>	Signature of officer or trustee		Date	Title
	Preparer's signature	Date	Check if self-employed ► <input type="checkbox"/>	Preparer's identifying number (See Signature on page 30 of the instructions) P00116758
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code		EIN ► 34-6565596	11753
	ERNST & YOUNG U.S. LLP 1 JERICHO PLAZA, SUITE 105 JERICHO, NY		Phone no 516-336-0100	

**Form 990-PF (2009)**

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2009****Employer identification number**

06-1554774

**Name of the organization**THE THIRD MILLENNIUM FOUNDATION, INC.  
C/O IRENE L. MCCUTCHEN**Organization type (check one)****Filers of:****Section:**

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**Check if your organization is covered by the General Rule or a Special Rule.****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule** For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II.**Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ \_\_\_\_\_**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).For Privacy Act and Paperwork Reduction Act Notice, see the Instructions  
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

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Name of organization THE THIRD MILLENNIUM FOUNDATION, INC.  
C/O IRENE L. MCCUTCHEN

Employer identification number  
06-1554774

**Part I** **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WILLIAM & IRENE MCCUTCHEN 12 SANDPIPER ROAD WESTPORT, CT 06880	\$ 13,284.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  (Complete Part II if there is a noncash contribution.)
2	WILLIAM & IRENE MCCUTCHEN 12 SANDPIPER ROAD WESTPORT, CT 06880	\$ 50,192.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  (Complete Part II if there is a noncash contribution)
3	WILLIAM & IRENE MCCUTCHEN 12 SANDPIPER ROAD WESTPORT, CT 06880	\$ 44,214.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  (Complete Part II if there is a noncash contribution)
4	WILLIAM & IRENE MCCUTCHEN 12 SANDPIPER ROAD WESTPORT, CT 06880	\$ 33,535.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  (Complete Part II if there is a noncash contribution)
5	IHS FOUNDATION 30435 HWY 281 BULVERDE, TX 78163	\$ 6,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  (Complete Part II if there is a noncash contribution)
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash  (Complete Part II if there is a noncash contribution)

Name of organization THE THIRD MILLENNIUM FOUNDATION, INC.  
C/O IRENE L. MCCUTCHEN

Employer identification number  
06-1554774

**Part II Noncash Property (see instructions)**

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	1,515 SHS ELI LILLY STOCK	\$ 50,192.	4/27/2009
3	1,321 SHS ELI LILLY STOCK	\$ 44,214.	6/15/2009
4	1,015 SHS ELI LILLY STOCK	\$ 33,535.	9/28/2009
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PNC BANK	255.	255.
TOTAL	<u>255.</u>	<u>255.</u>

THE THIRD MILLENNIUM FOUNDATION, INC.

06-1554774

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION  
REFUND OF BANK FEE

REVENUE  
AND  
EXPENSES  
PER BOOKS  
30.

TOTALS

30.

ATTACHMENT 3FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
DAY PITNEY LLP	7,278.	3,639.	3,639.	3,639.
TOTALS	<u><u>7,278.</u></u>	<u><u>3,639.</u></u>	<u><u>0.</u></u>	<u><u>3,639.</u></u>

FORM 990PF, PART I - ACCOUNTING FEESATTACHMENT 4

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PNC BANK ERNST & YOUNG	200. 6,100.	100. 3,050.	100. 3,050.	100. 3,050.
TOTALS	<u><u>6,300.</u></u>	<u><u>3,150.</u></u>	<u><u>0.</u></u>	<u><u>3,150.</u></u>

---

ATTACHMENT 5

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FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
2008 EXCISE TAX PAID IN 2009	2,350.
TOTALS	<u>2,350.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
WIRE TRANSFER FEES	286.		143.
CT STATE FILING FEE	25.		12.
MISCELLANEOUS EXPENSES	28.		14.
POSTAGE	47.		24.
BANK FEES	200.		100.
<b>TOTALS</b>	<b>586.</b>	<b>293.</b>	<b>293.</b>

THE THIRD MILLENNIUM FOUNDATION, INC.

FORM 990PF, PART II - CORPORATE STOCK

06-1554774

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
--------------------	---------------------------------	------------------------------

ELI LILLY & CO	8,966.	0.
----------------	--------	----

TOTALS	<u>8,966.</u>	<u>0.</u>
--------	---------------	-----------

THE THIRD MILLENNIUM FOUNDATION, INC.

06-1554774

ATTACHMENT 8

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED G/L ON DONATED STOCK-SEE ATT	524.
TOTAL	<u>524.</u>

**Third Millennium Foundation**  
**FEIN: 06-1554774**  
**STOCK DONATED**  
**F/Y/E 12/31/2009**

SECURITY	SHARES DONATED	DATE RECEIVED	DATE DONATED	BASIS	FMV @ DONATION DATE	UNREALIZED GAIN/LOSS
ELI LILY & CO	75	6/15/2009	6/16/2009	2,510	2,472	38
ELI LILY & CO	300	6/15/2009	6/16/2009	10,041	9,888	153
ELI LILY & CO	300	6/15/2009	6/16/2009	10,041	9,888	153
ELI LILY & CO	180	6/15/2009	6/23/2009	6,025	5,980	45
ELI LILY & CO	76	9/28/2009	10/6/2009	2,511	2,468	43
ELI LILY & CO	152	9/28/2009	10/6/2009	5,022	4,935	87
ELI LILY & CO	243	9/28/2009	10/6/2009	8,029	8,024	5
	<u>1,326</u>			<u>44,179</u>	<u>43,655</u>	<u>(524)</u>

## THE THIRD MILLENNIUM FOUNDATION, INC.

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

06-1554774

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS	EXPENSE ACCT
			TO EMPLOYEE BENEFIT PLANS	AND OTHER ALLOWANCES
IRENE L MCCUTCHEON 12 SANDPIPER CT WESTPORT, CT 06880	PRESIDENT < 1.00 HR/WEEK	0.	0.	0.
WILLIAM W. MCCUTCHEON JR. 12 SANDPIPER CT WESTPORT, CT 06880	DIRECTOR < 1.00 HR/WEEK	0.	0.	0.
WILLIAM W. MCCUTCHEON III 12 SANDPIPER CT WESTPORT, CT 06880	DIRECTOR < 1.00 HR/WEEK	0.	0.	0.
GRAND TOTALS		0.	0.	0.

THE THIRD MILLENNIUM FOUNDATION, INC.

06-1554774

ATTACHMENT 10

FORM 990PF, PART XIII - DISTRIBUTION FROM CORPUS ELECTION

THE FOUNDATION HEREBY ELECTS, PURSUANT TO REG. SECTION 53-4942(A)-3(D)(2), TO APPLY \$172,608 OF QUALIFYING DISTRIBUTIONS TO CORPUS.

THE THIRD MILLENNIUM FOUNDATION, INC.

06-1554774

**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		
99,270.			2,587 SHS ELI LILLY & CO 89.			VARIOUS 99,181.	VARIOUS
TOTAL GAIN (LOSS) .....						<u>99,181.</u>	

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**Third Millennium Foundation**  
**FEIN: 06-1554774**  
**REALIZED GAIN /LOSS SCHEDULE**  
**F/Y/E 12/31/2009**

SECURITY	# of SHARES	PRICE/SHARE	DATE RECEIVED	DATE SOLD	BOOK BASIS	TAX BASIS	GROSS PROCEEDS	BOOK GAIN/LOSS	TAX GAIN/LOSS
ELI LILY & CO	150	32.02	12/1/2008	5/7/2009	4,803	10	6,069	1,266	6,059
ELI LILY & CO	130	32.02	12/1/2008	5/7/2009	4,163	8	4,666	503	4,658
ELI LILY & CO	1,385	33.13	4/27/2009	5/7/2009	45,885	65	49,708	3,823	49,643
ELI LILY & CO	130	33.13	4/27/2009	6/10/2009	4,307	6	4,512	205	4,506
ELI LILY & CO	466	33.47	6/15/2009	6/26/2009	15,597	-	15,346	(251)	15,346
ELI LILY & CO	176	33.04	9/28/2009	10/2/2009	5,815	-	5,848	33	5,848
ELI LILY & CO	150	33.04	9/28/2009	11/30/2009	4,956	-	5,105	149	5,105
ELI LILY & CO	218	33.04	9/28/2009	11/27/2009	7,203	-	8,016	813	8,016
					92,728	89	99,270	6,541	99,181
					<b>2,587</b>				

**Third Millennium Foundation**  
 FEIN: 06-1554774  
**GRANTS PAID**  
 FY/E 12/31/09

Charitable Organization	Type	Relationship	Purpose	Cash	Property - see attached detail
African Enterprise 128 East Palm Avenue #100 Montrovia, CA 91017	501(c)(3)&170(b)(1)(A)vi	NONE	for general fund use	-	2,472
American Bible Society 1865 Broadway New York, NY 10023	501(c)(3)&170(b)(1)(A)vi	NONE	for general fund use	2,500	-
Black Rock Congregational Church 3685 Black Rock Turnpike Fairfield, CT 06432	501(c)(3)&170(b)(1)(A)ii	NONE	for general fund use	2,000	-
Bridgeport Rescue Mission 1088 Fairfield Avenue Bridgeport, CT 06605	501(c)(3)&170(b)(1)(A)vi	NONE	for general fund use	-	5,980
Campus Crusade for Christ 100 Lake Hart Drive Orlando, FL 32832	501(c)(3)&170(b)(1)(A)ii	NONE	for general fund use	-	8,024
CBS Children's Ministry 790 Stout Road Colorado Springs, CO 80921	501(c)(3)&170(b)(1)(A)vi	NONE	for general fund use	2,000	-
C S Lewis Institute 8001 Braddock Road, Suite 300 Springfield, VA 22151	501(c)(3)&170(b)(1)(A)vi	NONE	for general fund use	-	4,935
Foundation for Evangelism PO Box 985 Lake Junaluska, NC 28745	501(c)(3)&170(b)(1)(A)vi	NONE	for general fund use	25,000	-
Friends of Christ in India 1045 Old Academy Road Fairfield, CT 06432	501(c)(3)&170(b)(1)(A)ii	NONE	for general fund use	1,000	-
Institute for Global Engagement PO Box 12205 Arlington, VA 22219	501(c)(3)&170(b)(1)(A)vi	NONE	for general fund use	10,000	9,888

**Third Millennium Foundation**  
 FEIN: 06-1554774  
**GRANTS PAID**  
 F/Y/E 12/31/09

Charitable Organization	Type	Relationship	Purpose	Cash	Property - see attached detail
Pivot House 103 Main Street Ridgefield, CT 06877	501(c)(3)&170(b)(1)(A)vi	NONE	for general fund use	6,500	-
Indian Gospel Mission 3 Church St Veerbagh, Nagar, Gudavanchen, Mission Aviation Fellowship PO Box 47 Nampa, ID 83653	501(c)(3)&170(b)(1)(A)ii	NONE	for general fund use	70,584	-
World Vision PO Box 9716, Dept W Federal Way, WA 98063	501(c)(3)&170(b)(1)(A)vi	NONE	support of mission work	-	2,468
Wears Valley Ranch 3601 Lyon Springs Road Sevierville, TN 37862	501(c)(3)&170(b)(1)(A)vi	NONE	for general fund use	1,500	
Young Life 305 Harrison Street, Suite 1-C Leesburg, VA 20175	501(c)(3)&170(b)(1)(A)vi	NONE	for general fund use	-	9,888
				<u>122,164</u>	<u>43,655</u>
				<b>Total Grants in 2009</b>	<b><u>165,819</u></b>

**Third Millennium Foundation**  
**Information regarding property donation reported on 990-PF Part XV**  
**F/YE 12/31/09**

<b>Description</b>	<b>Securities</b>	<b>Book</b>	<b>Method of Valuation</b>		<b>Date of Contribution</b>	<b>Fair Market Value</b>	<b>Method of Valuation</b>		<b>Date of Grant</b>
			<b>Average stock quote on date of contribution</b>	<b>Average stock quote on date of grant</b>			<b>Average stock quote on date of grant</b>	<b>Average stock quote on date of grant</b>	
African Enterprise 128 East Palm Avenue #100 Monrovia, CA 91017	75 Shares Eli Lilly & CO	2,510	33.47	6/16/2009	2,472	32.96	32.96	32.96	6/16/2009
Bridgeport Rescue Mission 1088 Fairfield Avenue Bridgeport, CT 06605	180 Shares Eli Lilly & CO	6,025	33.47	6/23/2009	5,980	33.22	33.22	33.22	6/23/2009
Campus Crusade for Christ 100 Lake Hart Drive Orlando, FL 32832	243 Shares Eli Lilly & CO	8,029	33.04	10/6/2009	8,024	33.02	33.02	33.02	10/6/2009
C.S. Lewis Institute 8001 Braddock Road, Suite 300 Springfield, VA 22151	152 Shares Eli Lilly & CO	5,022	33.04	10/6/2009	4,935	32.47	32.47	32.47	10/6/2009
Institute for Global Engagement PO Box 12205 Arlington, VA 22219	300 Shares Eli Lilly & CO	10,041	33.47	6/16/2009	9,888	32.96	32.96	32.96	6/16/2009

**Third Millennium Foundation**  
**Information regarding property donation reported on 990-PF Part XV**  
**F/Y/E 12/31/09**

<b>Description</b>	<b>Securities</b>	<b>Book</b>	<b>Method of Valuation</b>	<b>Date of</b>	<b>Fair Market</b>	<b>Method of Valuation</b>	<b>Date of</b>
			Average stock quote on date of contribution	Contribution	Value	Average stock quote on date of grant	Grant
Mission Aviation Fellowship PO Box 47 Nampa, ID 83653	76 Shares Eli Lilly & CO	2,511	33.04	10/6/2009	2,468	32.47	10/6/2009
Young Life 305 Harrison Street, Suite 1-C Leesburg, VA 20175	300 Shares Eli Lilly & CO	10,041	33.47	6/16/2009	9,888	32.96	6/16/2009
					<b><u>43,655</u></b>		

Application for Extension of Time To File an  
Exempt Organization Return

► File a separate application for each return.

- 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](http://www.irs.gov/efile) and click on e-file for *Charities & Nonprofits*.

Type or print	Name of Exempt Organization THE THIRD MILLENNIUM FOUNDATION, INC. C/O IRENE L. MCCUTCHEON	Employer identification number 06-1554774
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions 12 SANDPIPER ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions WESTPORT, CT 06880	

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

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

- The books are in the care of ► IRENE L. MCCUTCHEON

Telephone No. ► \_\_\_\_\_ 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 will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for

►  calendar year 2009 or  
►  tax year beginning                   ,                   , and ending                   ,                   .

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	\$ 2,528.
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	\$ 1,778.
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	\$ 750.

**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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev 4-2009)

- 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).**

<b>Type or print</b>	Name of Exempt Organization THE THIRD MILLENNIUM FOUNDATION C/O IRENE L. MCCUTCHEON	Employer identification number 06-1554774
	File by the extended due date for filing the return. See instructions 12 SANDPIPER ROAD	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WESTPORT, CT 06880	

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

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> 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 ► IRENE L. MCCUTCHEON
- Telephone No. ► \_\_\_\_\_ 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 11/15/2010.

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

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

7 State in detail why you need the extension  
ADDITIONAL TIME IS NEEDED TO COLLECT ALL THE INFORMATION NECESSARY TO  
FILE A COMPLETE AND ACCURATE RETURN.

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 \$ <u>2,528.</u>
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 \$ <u>2,528.</u>
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 \$ <u>0.</u>

**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 ► ENROLLED AGENT

Date ►

8-12-10

Form 8868 (Rev 4-2009)

M. RICO, ERNST & YOUNG U.S. LLP  
1 JERICHO PLAZA  
JERICHO, NY 11753