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

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

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

Name of foundation: BRIDGEMILL FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): C/O JOSHUA SPRINGER, FOUNDATION SOURCE, 55 WALLS DRIVE, 3RD FLOOR

Room/suite

City or town, state, and ZIP code: FAIRFIELD, CT 06824

A Employer identification number: 13-3671059

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

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)* ▶ $ 7,134,157.

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

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	15.	15.	0.	ATCH 1
	4 Dividends and interest from securities	100,074.	100,074.	0.	ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-101,237.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	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)	1,248.	0.	0.	ATCH 3
	12 **Total.** Add lines 1 through 11	100.	100,089.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	7,160.	0.	0.	7,160.
	c Other professional fees (attach schedule) *	128.	0.	0.	128.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	9,027.	7,779.	0.	0.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	39,368.	39,020.	0.	348.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	55,683.	46,799.	0.	7,636.
	25 Contributions, gifts, grants paid	330,960.			330,960.
	26 **Total expenses and disbursements** Add lines 24 and 25	386,643.	46,799.	0.	338,596.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-386,543.			
	b **Net investment income** (if negative, enter -0-)		53,290.		
	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. * ATCH 5 JSA ** ATCH 6

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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	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	15,145.	34,532.	34,532.
2 Savings and temporary cash investments	138,002.	412,994.	412,994.
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)			
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) ATCH 8	4,691,038.	4,010,116.	5,097,509.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ ATCH 9)	1,000,000.	1,000,000.	1,589,122.
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	5,844,185.	5,457,642.	7,134,157.
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. ▶ X			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	5,844,185.	5,457,642.	
30 **Total net assets or fund balances** (see page 17 of the instructions)	5,844,185.	5,457,642.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,844,185.	5,457,642.	

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	5,844,185.
2 Enter amount from Part I, line 27a	2	-386,543.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	5,457,642.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,457,642.

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	-101,237.
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	

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	416,726.	7,674,993.	0.054297
2007	424,281.	8,825,798.	0.048073
2006	342,998.	7,964,425.	0.043066
2005	367,290.	7,436,903.	0.049387
2004	403,753.	7,324,681.	0.055122

2	**Total** of line 1, column (d)	2	0.249945
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	0.049989
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,133,241.
5	Multiply line 4 by line 3	5	306,595.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	533.
7	Add lines 5 and 6	7	307,128.
8	Enter qualifying distributions from Part XII, line 4	8	338,596.

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 or determination 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	533.
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	533.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	533.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 1,248.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,248.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
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	715.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 715. **Refunded** ▶	11	

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 ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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		
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, DE,			
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

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

			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)(13)? 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		

Website address ▶ N/A

14 The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754

Located at ▶ 55 WALLS DRIVE, 3RD FLOOR FAIRFIELD, CT ZIP + 4 ▶ 06824

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

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?	☐ 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		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] 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	X
Organizations relying on a current notice regarding disaster assistance check here ▶ [X]			
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?	[ ] Yes [X] 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 [X] 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?	[ ] Yes [X] No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	X

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 10		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 ▶

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 N/A	
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	
Total. Add lines 1 through 3 . . . . . ▶	

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

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	4,577,992.
b	Average of monthly cash balances	1b	265,052.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	1,383,597.
d	**Total** (add lines 1a, b, and c)	1d	6,226,641.
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	6,226,641.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	93,400.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,133,241.
6	**Minimum investment return.** Enter 5% of line 5	6	306,662.

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	306,662.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	533.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	533.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	306,129.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	306,129.
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	306,129.

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	338,596.
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	338,596.
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	533.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	338,063.

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					306,129.
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	40,431.				
b From 2005					
c From 2006					
d From 2007					
e From 2008	34,334.				
f **Total** of lines 3a through e		74,765.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 338,596.					
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)					
d Applied to 2009 distributable amount					306,129.
e Remaining amount distributed out of corpus		32,467.			
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		107,232.			
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)		40,431.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		66,801.			
10 Analysis of line 9					
a Excess from 2005					
b Excess from 2006					
c Excess from 2007					
d Excess from 2008	34,334.				
e Excess from 2009	32,467.				

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 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)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(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 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))

JOHN H. T. WILSON

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 ▶ [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				
ATTACHMENT 11				
Total ▶ 3a				330,960.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
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	15.	
4 Dividends and interest from securities			14	100,074.	
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			18	-101,237.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b EXCISE TAX REFUND			01	1,248.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				100.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 100.

(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	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

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

Emily W[illegible] 11/5/2010

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	[illegible] CPA	Date 10/29/10	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code	FRANKEL LOUGHRAN STARR VALLONE LLP 7900 SE 28TH STREET, SUITE 200 MERCER ISLAND, WA 98040		EIN ▶ 13-3850905	Phone no

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 ATTACHED STATEMENT - MORGAN STANLEY PROPERTY TYPE: SECURITIES				P		
							-53,352.	
		SEE ATTACHED STATEMENT - MORGAN STANLEY PROPERTY TYPE: SECURITIES				P		
							-47,885.	
TOTAL GAIN(LOSS)							-101,237.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
MORGAN STANLEY & CO., INC.		15.	15.	0.
	TOTAL	15.	15.	0.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
MSILF INC MONEY MARKET	221.	221.	0.
MORGAN STANLEY & CO	99,726.	99,726.	0.
MSILF TREAS FUND	127.	127.	0.
TOTAL	100,074.	100,074.	0.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
2008 990PF OVERPAYMENT APPLIED	1,248.	0.	0.
TOTALS	1,248.	0.	0.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	7,160.	0.	0.	7,160.
TOTALS	7,160.	0.	0.	7,160.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	128.	0.	0.	128.
TOTALS	128.	0.	0.	128.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INTERNAL REVENUE SERVICE :				
2008 990 PF	1,248.	0.	0.	0.
FOREIGN TAX WITHHOLDING	7,779.	7,779.	0.	0.
TOTALS	9,027.	7,779.	0.	0.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ASSET MANAGEMENT FEES	28,803.	28,803.	0.	0.
CT CORP SYSTEM	348.	0.	0.	348.
ADMINISTRATIVE SETUP FEE	3,750.	3,750.	0.	0.
FOUNDATION SOURCE QUARTRLY FEE	6,467.	6,467.	0.	0.
TOTALS	39,368.	39,020.	0.	348.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 8

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MORG STAN 32-789Q3-SEE STMT	4,691,038.	4,010,116.	5,097,509.
TOTALS	4,691,038.	4,010,116.	5,097,509.

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 9

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ARCHIPELAGO HOLDINGS, LTD.	1,000,000.	1,000,000.	1,589,122.
TOTALS	1,000,000.	1,000,000.	1,589,122.

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SANDRA W. WILSON 9 SAWMILL LANE GREENWICH, CT 06830	VICE PRESIDENT	0.	0.	0.
EMILY WILSON BURNS 309 OLD NORWALK ROAD NEW CANAAN, CT 06840	SECRETARY	0.	0.	0.
JOHN H TUCKER WILSON, JR 95 SOUTH AVENUE NEW CANAAN, CT 06840	MEMBER	0.	0.	0.
WILLIAM WILSON 11 ELM STREET WELLESLEY, MA 02481	MEMBER	0.	0.	0.
DAVID WILSON 1635 REDWOOD AVENUE BOULDER, CO 80304	MEMBER	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED NEGRO COLLEGE FUND 8260 WILLOW OAKS CORPORATE DRIVE PO BOX 10444 FAIRFAX, VA 22031-8044	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000
THE FRESH AIR FUND 1040 AVENUE OF THE AMERICAS NEW YORK, NY 10018	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	10,000
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	25,000.
GLOBAL HOPE NETWORK PO BOX 560026 ORLANDO, FL 32856	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,500.
NEW CANAAN NATURE CENTER 144 OENOKE RIDGE NEW CANAAN, CT 06840-4198	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000
FUTURE GENERATIONS P O BOX 10A FRANKLIN, WV 26807	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
U S COMMITTEE FOR UNICEF 333 EAST 38TH STREET NEW YORK, NY 10016	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000
NPR FOUNDATION 635 MASSACHUSETTS AVENUE, NW WASHINGTON, DC 20001	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000
AMERICAN CANCER SOCIETY 14 VILLAGE LANE WALLINGFORD, CT 06492	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	20,000.
COALITION FOR THE HOMELESS 89 CHAMBERS STREET 3RD FLOOR NEW YORK, NY 10007	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	3,000
PROJECT HOPE 255 CARTER HALL LANE MILLWOOD, VA 22646	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	3,000
NATIONAL PARKS CONSERVATION ASSOCIATION 1300 19TH STREET NW SUITE 300 WASHINGTON, DC 20036	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICARES 161 CHERRY STREET NEW CANAAN, CT 06840	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	8,000.
A BETTER CHANCE 825 SEVENTH AVENUE NEW YORK, NY 10019	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	3,000
SAVE THE CHILDREN 54 WILTON ROAD P.O. BOX 950 WESTPORT, CT 06881	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000
ACCION INTERNATIONAL 56 ROLAND STREET, SUITE 300 BOSTON, MA 02129	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000
ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOC 225 N MICHIGAN AVE , FL. 17 CHICAGO, IL 60601-7633	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,000
U. OF MIAMI PROJECT TO CURE PARALYSIS 1095 NW 14TH TERRACE MIAMI, FL 33136	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FAIRFIELD COUNTY COMMUNITY FOUNDATION 523 DANBURY ROAD WILTON, CT 06897	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	15,000
CITY HARVEST, INC. 575 EIGHTH AVENUE 4TH FLOOR NEW YORK, NY 10018	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	3,000.
CONNECTICUT FUND FOR THE ENVIRONMENT 205 WHITNEY AVENUE, 1ST FLOOR NEW HAVEN, CT 06511	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	15,000
GLOBAL FUND FOR CHILDREN 1612 K STREET N W SUITE 706 WASHINGTON, DC 20006	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	15,000
NEW YORK YOUTH SYMPHONY 850 SEVENTH AVENUE, SUITE 505 NEW YORK, NY 10019-5230	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,500.
VERMONT INSTITUTE OF NATURAL SCIENCE 27023 CHURCH HILL ROAD WOODSTOCK, VT 05091-9642	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOLE IN THE WALL GANG CAMP 555 LONG WHARF DRIVE NEW HAVEN, CT 06511	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000
CHILDRENS AID SOCIEY 105 EAST 22ND STREET NEW YORK, NY 10010	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	3,000
HABITAT FOR HUMANITY 121 HABITAT STREET AMERICUS, GA 31709-3498	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,000
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168-1289	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	3,000
CARE 660 FIFTH AVENUE NEW YORK, NY 10016	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	25,000
JUVENILE DIABETES RESEARCH FOUNDATION INT'L 26 BROADWAY, 14TH FLOOR NEW YORK, NY 10004	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MICHAEL J FOX FOUNDATION FOR PARKINSONS RESEARCH CHURCH STREET STATION P.O BOX 780 NEW YORK, NY 10008-0780	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,000.
COOKE CENTER FOR LEARNING AND DEVELOPMENT 475 RIVERSIDE DRIVE, SUITE 730 NEW YORK, NY 10115-0797	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	3,000
NATIONAL MENTORING PARTNERSHIP 1600 DUKE STREET, SUITE 300 ALEXANDRIA, VA 22314	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000.
RAINFOREST ALLIANCE 665 BROADWAY, SUITE 500 NEW YORK, NY 10012-2331	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	3,000
ST LUKE'S LIFEWORKS 141 FRANKLIN STREET STAMFORD, CT 06901	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	3,000
AFRICAN WILDLIFE FOUNDATION 1400 SIXTEENTH STREET NW SUITE 120 WASHINGTON, DC 20036	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN MUSEUM OF NATURAL HISTORY OFFICE OF DEVELOPMENT, CENTRAL PARK WEST @ 79TH ST NEW YORK, NY 10024-5192	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	10,000
NEW ENGLAND FORESTRY FOUNDATION INC P.O. BOX 1346, 32 FOSTER STREET LITTLETON, MA 01460	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000
NORWALK COMMUNITY COLLEGE FOUNDATION 188 RICHARDS AVENUE NORWALK, CT 06854-1655	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
SMITH COLLEGE 33 ELM STREET NORTHAMPTON, MA 01063	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,500
CALVIN COOLIDGE MEMORIAL FOUNDATION, INC P.O BOX 97 PLYMOUTH NOTCH, VT 05056	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
ALLIANCE FOR CANCER GENE THERAPY 96 CUMMINGS POINT ROAD STAMFORD, CT 06902	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OPEN SPACE INSTITUTE INC 1350 BROADWAY NEW YORK, NY 10018-0983	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000.
TRUST FOR PUBLIC LAND-N E OFFICE 116 NEW MONTGOMERY ST., 4TH FLR SAN FRANCISCO, CA 94105	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,000.
OXFAM AMERICA 226 CAUSEWAY STREET, 5TH FLOOR BOSTON, MA 02114	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000
PROJECT ORBIS INTERNATIONAL 520 EIGHTH AVENUE, 11TH FLOOR NEW YORK, NY 10018-6507	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000
WATERSIDE SCHOOL 535 FAIRFIELD AVENUE STAMFORD, CT 06902	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	3,000
REACH PREP INC 2777 SUMMER STREET STAMFORD, CT 06905	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOCIETY FOR PROGRESSIVE SUPRANUCLEAR PALSY INC 11350 MCCORMICK ROAD SUITE 906 HUNT VALLEY, MD 21031	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000
STEPPING STONES MUSEUM FOR CHILDREN INC 303 WEST AVENUE NORWALK, CT 06850	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000
ONS FOUNDATION FOR CLINICAL RESEARCH & EDUCATION 6 GREENWICH OFFICE PARK, SUITE 100 10 VALLEY DRIVE GREENWICH, CT 06831	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000
RUSSELL WINDSOR RESEARCH FOUNDATION C/O HOSPITAL FOR SPECIAL SURGERY 535 EAST 70TH STREET NEW YORK, NY 10021	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	1,000
RECYCLE NORTH 266 PINE STREET BURLINGTON, VT 05401	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,500.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TECHNOSERVE INC 148 EAST AVENUE, SUITE 3H NORWALK, CT 06851	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000
CARTER CENTER INC ATLANTA, GA	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
MARITIME AQUARIUM AT NORWALK INC 10 NORTH WATER STREET NORWALK, CT 06854	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	2,000
CENTRAL ASIA INSTITUTE PO BOX 7209 BOZEMAN, MT 59771	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	15,000.
INTREPID FALLEN HEROES FUND ONE INTREPID SQUARE, WEST 46TH ST & 12TH AVE. NEW YORK, NY 10036	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	5,000.
WORLD WILDLIFE FUND INC 1250 TWENTY-FOURTH STREET, N.W. PO BOX 97180 WASHINGTON, DC 20090-7180	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	3,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YMCA OF GREENWICH GREENWICH, CT 06830	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	10,000
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202	NONE PUBLIC CHARITY	CHARITABLE CONTRIBUTION	960
		TOTAL CONTRIBUTIONS PAID	330,960

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 instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust: BRIDGEMILL FOUNDATION

Employer identification number: 13-3671059

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	-47,885.
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 2008 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	-47,885.

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	-53,352.
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 2008 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	-53,352.

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			-47,885.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-53,352.
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			-101,237.

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 (3,000)

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 $2,300			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 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					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

2009

Name of estate or trust
BRIDGEMILL FOUNDATION

Employer identification number
13-3671059

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 SEE ATTACHED STATEMENT - MORGAN STANLEY					-47,885.

1b **Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -47,885.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2009**

JSA
9F1221 4 000

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 ATTACHED STATEMENT - MORGAN STANLEY					-53,352.
6b **Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b					-53,352.

Realized Gains & Losses
32-789Q3 : BRIDGEMILL FOUNDATION ATTN:JOHN H.T. WILSON
01/01/2009 to 12/31/2009
Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
290.000	GENERAL ELEC CO COM STK USD	06/22/2005	03/02/2009	10,495.07	2,203 38		(8,291 69)
580.000	GENERAL ELEC CO COM STK USD	03/24/2005	03/02/2009	20,906 45	4,406 76		(16,499 69)
1,300 000	GENERAL ELEC CO COM STK USD	03/22/2005	03/02/2009	46,275 06	9,877 21		(36,397 85)
315 000	GENERAL ELEC CO COM STK USD	11/05/2004	03/02/2009	11,040 75	2,393.32		(8,647.43)
1,765 000	GENERAL ELEC CO COM STK USD	07/31/2002	03/02/2009	54,504 97	13,410 22		(41,094 75)
3,730 000	ISHARES INC MSCI JAPAN INDEX FND EUROPEAN ETF	09/23/2005	03/02/2009	43,773 04	26,601 83		(17,171 21)
1,020 000	ISHARES INC MSCI JAPAN INDEX FND EUROPEAN ETF	06/22/2005	03/02/2009	10,546 80	7,274 50		(3,272.30)
2,240 000	ISHARES INC MSCI JAPAN INDEX FND EUROPEAN ETF	03/24/2005	03/02/2009	23,990 40	15,975 37		(8,015.03)
2,050 000	ISHARES INC MSCI JAPAN INDEX FND EUROPEAN ETF	03/22/2005	03/02/2009	22,185 10	14,620 31		(7,564 79)
780 000	UNION PACIFIC CORP	04/23/2008	03/02/2009	52,717 74	27,922 99	(24,794 75)	
980.000	UNION PACIFIC CORP	03/05/2008	03/02/2009	61,298 17	35,082.72	(26,215 45)	
580 000	UNION PACIFIC CORP	02/14/2008	03/02/2009	36,213 81	20,763.25		(15,450.56)
230 000	CONOCOPHILLIPS	06/22/2005	10/15/2009	13,515.26	11,727 12		(1,788 14)
810 000	CONOCOPHILLIPS	06/14/2005	10/15/2009	45,723 77	41,299.87		(4,423.90)
50.000	CONOCOPHILLIPS	03/24/2005	10/15/2009	2,632 67	2,549 37		(83.30)
780 000	CONOCOPHILLIPS	03/22/2005	10/15/2009	42,092 51	39,770.24		(2,322.27)
1,310 000	PROCTER & GAMBLE CO COM	03/14/2006	10/15/2009	79,190 94	74,654.98		(4,535.96)
750 000	AMERICA MOVIL SAB DE CV	10/06/2004	12/04/2009	9,968 23	36,975 02		27,006.79
770 000	AMERICAN TOWER	09/07/2005	12/04/2009	18,536 52	32,170.54		13,634.02
110 000	ANHEUSER-BUSCH INBEV NV (BEF LISTING)	01/24/2008	12/04/2009	5,057 85	5,716 93		659.08
1,280 000	ANHEUSER-BUSCH INBEV NV (BEF LISTING)	11/08/2007	12/04/2009	64,706 14	66,524 28		1,818 14
90 000	APPLE INC	06/29/2009	12/04/2009	12,807.92	17,870 84	5,062 92	
950 000	BANK OF AMERICA CORP	10/15/2009	12/04/2009	17,117 20	15,179.56	(1,937 64)	
1,060.000	CISCO SYSTEMS INC COM	10/06/2004	12/04/2009	20,362 60	25,817 96		5,455 36

522 Fifth Avenue
New York, NY 10036
(212) 296-6000

Realized Gains & Losses
32-789Q3 : BRIDGEMILL FOUNDATION ATTN:JOHN H.T. WILSON
01/01/2009 to 12/31/2009
Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
190.000	CONOCOPHILLIPS	10/06/2004	12/04/2009	8,390 40	9,836.04		1,445.64
660 000	CSX CORP COM	04/16/2007	12/04/2009	28,145 77	32,823 52		4,677.75
900.000	DIAGEO PLC 28 101/108PSHS	09/26/2006	12/04/2009	16,404 84	15,694.91		(709.93)
270 000	EXXON MOBIL CORP COM STK	10/06/2004	12/04/2009	13,462 20	20,481.97		7,019.77
280.000	GENERAL DYNAMICS CORP COM	10/06/2004	12/04/2009	14,210 00	19,066.10		4,856.10
40 000	GOOGLE	12/17/2007	12/04/2009	27,445 27	23,750 98		(3,694 29)
430 000	HONDA MOTOR CO LTD USD ADR	10/06/2004	12/04/2009	10,606.25	14,738.00		4,131 75
410 000	HONEYWELL INTERNATIONA L INC COM STK	10/06/2004	12/04/2009	14,903 38	16,586 82		1,683 44
230 000	JOHNSON & JOHNSON COM	10/13/2008	12/04/2009	13,972 87	14,911.50		938 63
570.000	NESTLE SA (SWI LISTING)	10/06/2004	12/04/2009	13,108 29	28,096 16		14,987.87
290.000	PEPSICO INC COM STK	10/06/2004	12/04/2009	14,291 20	18,517.12		4,225 92
240 000	PHILIP MORRIS INTL	10/06/2004	12/04/2009	6,072 72	12,051.10		5,978 38
130.000	PROCTER & GAMBLE CO COM	03/14/2006	12/04/2009	7,858 64	8,205.38		346 74
170 000	ROCHE HOLDING AG GENUSSCHEIN (SWISS LISTING)	05/23/2006	12/04/2009	26,092 79	28,339.78		2,246 99
430 000	SCHLUMBERGER LTD USD 0.01 COM (CURACAO)	10/06/2004	12/04/2009	14,780 76	27,073.82		12,293 06
130 000	SIEMENS AG NPV REGD SHS	11/08/2004	12/04/2009	10,244.00	12,161.47		1,917 47
550.000	SUNCOR ENERGY INC	10/06/2004	12/04/2009	9,333.20	20,322 47		10,989 27
230 000	TARGET CORP COM STK	10/06/2004	12/04/2009	10,768.78	10,652.33		(116 45)
230 000	UNION PACIFIC CORP	02/14/2008	12/04/2009	14,360 65	15,052.81		692 16
250 000	UNITED TECHNOLOGIES CORP COM	10/16/2007	12/04/2009	19,870 32	17,154 05		(2,716 27)
350.000	WELLS FARGO COMPANY	09/26/2006	12/04/2009	12,731.74	9,512.75		(3,218 99)
240 000	ANHEUSER-BUSCH INBEV NV (BEF LISTING)	01/24/2008	12/11/2009	11,035 30	12,497.03		1,461.73
210 000	DIAGEO PLC 28 101/108PSHS	09/26/2006	12/11/2009	3,827 80	3,574 53		(253 27)
140.000	NESTLE SA (SWI LISTING)	10/06/2004	12/11/2009	3,219 58	6,758 14		3,538 56

Valuation Currency: USD
Sort Order: Closing Date

Realized Gains & Losses
32-789Q3 : BRIDGEMILL FOUNDATION ATTN:JOHN H.T. WILSON
01/01/2009 to 12/31/2009
Trade Date Reporting

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
50 000	ROCHE HOLDING AG GENUSSCHEIN (SWISS LISTING)	05/23/2006	12/11/2009	7,674.35	8,133 85		459 50
10 000	SIEMENS AG NPV REGD SHS	01/20/2005	12/11/2009	795.84	903.03		107.19
30.000	SIEMENS AG NPV REGD SHS	11/08/2004	12/11/2009	2,364.00	2,709.10		345 10
	TOTAL PORTFOLIO			1,061,629.91	960,393.33	(47,884.92)	(53,351.66)

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Valuation Currency: USD

Portfolio Valuation By Position
32-789Q3 : BRIDGEMILL FOUNDATION ATTN:JOHN H.T. WILSON
12/31/2009
Trade Date Reporting

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
CASH AND CASH ALTERNATIVES											
MONEY MARKET FUNDS**											
MORGAN STANLEY LIQ MMKT-INST L	382,993.59	0.15	1 00	382,993 59	1 00	382,993 59			382,993.59	6 99	H
TOTAL CASH AND CASH ALTERNATIVES				*382,993.59*		*382,993.59*			*382,993.59*	*6.99*	
EQUITIES											
COMMON STOCKS											
Energy											
Oil & Gas Equipment & Services											
SCHLUMBERGER LTD USD 0 01 COM (CURACAO)	3,870 00	0 84	35 58	137,677.69	65 09	251,898 30	114,220.61		251,898 30	4.60	C
ACCRUAL: CASH DIVIDEND SCHLUMBERGER LTD USD EX DATE· 11/30/2009 PAY DATE· 01/08/2010								903 00	903.00	0 02	C
Oil & Gas Equipment & Services				137,677.69		251,898 30	114,220.61	903 00	252,801.30	4.61	

Yield to Maturity at Purchase is represented for fixed income instruments only and represents stated annual coupon or OID on debt at the time of purchase and is obtained from publicly available information
Cost Basis and acquisition dates for securities delivered into your account after your purchase were provided by you or a third party and we make no representation as to the accuracy of such information
The totals in the portfolio valuation by position section do not include the value of unpriced securities (securities with prices denoted with N/A) and any assets not held by Morgan Stanley & Co Incorporated Yield/Interest and Gain/Loss information is estimated

***An investment in a money market fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency Although the Fund seeks to preserve the value of your investment at $1 00 per share, it is possible to lose money by investing in the fund. The yield shown represents the SEC 7-day yield*

**** Please see the general disclosures set forth at the end of this Supplemental Report.*

Portfolio Valuation By Position
32-789Q3 : BRIDGEMILL FOUNDATION ATTN:JOHN H.T. WILSON
12/31/2009
Trade Date Reporting

Valuation Currency: USD

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
Integrated Oil & Gas											
CONOCOPHILLIPS	1,680 00	2 00	46.25	77,693.79	51.07	85,797 60	8,103 81		85,797.60	1 57	C
EXXON MOBIL CORP COM STK	2,400 00	1.68	57.31	137,540 90	68 19	163,656 00	26,115 10		163,656 00	2.99	C
SUNCOR ENERGY INC	4,990 00	0 38	25 44	126,940 82	35 31	176,196 90	49,256 08		176,196.90	3 21	C
Integrated Oil & Gas				342,175.51		425,650 50	83,474.99		425,650 50	7.77	
Energy				479,853 20		677,548.80	197,695 60	903 00	678,451 80	12 38	
Industrials											
Aerospace & Defense											
GENERAL DYNAMICS CORP COM	2,500 00	1 52	56 29	140,731 07	68.17	170,425 00	29,693.93		170,425 00	3.11	C
HONEYWELL INTERNATIONA L INC COM STK	3,670 00	1 21	37.18	136,440 90	39.20	143,864.00	7,423 10		143,864.00	2.63	C
UNITED TECHNOLOGIES CORP COM	2,230 00	1.54	78.20	174,393 89	69 41	154,784 30	(19,609 59)		154,784 30	2.82	C
Aerospace & Defense				451,565 86		469,073.30	17,507 44		469,073.30	8 56	

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Portfolio Valuation By Position
32-789Q3 : BRIDGEMILL FOUNDATION ATTN:JOHN H.T. WILSON
12/31/2009
Trade Date Reporting

Valuation Currency: USD

Security Description		*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
Industrial Conglomerates												
SIEMENS AG NPV REGD SHS	EUR	1,110 00	1 60	61 17	67,901.30	62 67	69,563.70	1,662.40		69,563.70	1.82	C
	USD			79 29	88,012 02	89.82	99,702.17	11,690.15		99,702.17		
Railroads												
CSX CORP COM		5,920 00	0.88	44.55	263,712 78	48 49	287,060 80	23,348 02		287,060 80	5 24	C
UNION PACIFIC CORP		2,105 00	1.08	67.23	141,523.17	63 90	134,509 50	(7,013 67)		134,509 50	2 45	C
ACCRUAL CASH DIVIDEND UNION PACIFIC CORP EX DATE: 11/25/2009 PAY DATE: 01/04/2010									630 45	630 45	0 01	C
Railroads					405,235 95		421,570 30	16,334 35	630 45	422,200 75	7 70	
Industrials					944,813 83		990,345 77	45,531 94	630 45	990,976 22	18.08	
Consumer Discretionary												
Automobile Manufacturers												
HONDA MOTOR CO LTD USD ADR		3,850 00	0 67	25 03	96,373.56	33.90	130,515.00	34,141 44		130,515.00	2.38	C

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**** Please see the general disclosures set forth at the end of this Supplemental Report*

Morgan Stanley Private Wealth Management
522 Fifth Avenue
New York, NY 10036
(212) 296-6000

Portfolio Valuation By Position
32-789Q3 : BRIDGEMILL FOUNDATION ATTN:JOHN H.T. WILSON
12/31/2009
Trade Date Reporting

Valuation Currency: USD

Security Description		*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of*** Portfolio*	*Acct Type*
General Merchandise Stores												
TARGET CORP COM STK		2,100 00	0 68	50 76	106,602 79	48 37	101,577 00	(5,025 79)		101,577 00	1 85	C
Consumer Discretionary					202,976 35		232,092 00	29,115.65		232,092 00	4 23	
Consumer Staples												
Brewers												
ANHEUSER-BUSCH INBEV NV	EUR	12,280 00	0 21	17 26	211,961.69	36 40	446,930 60	234,968 91		446,930 60	11.69	C
(BEF LISTING)	USD			24 28	298,161.06	52 16	640,563 28	342,402.22		640,563.28		
Distillers & Vintners												
DIAGEO PLC 28 101/108PSHS	GBP	7,850 00	40.11	9.86	77,388.22	10 84	85,094.00	7,705.78		85,094.00	2.51	C
	USD			18.90	148,401.08	17.50	137,401 28	(10,999.80)		137,401 28		
Soft Drinks												
PEPSICO INC COM STK		2,630 00	1 80	52.18	137,232 06	60 80	159,904 00	22,671 94		159,904 00	2.92	C
ACCRUAL CASH DIVIDEND PEPSICO INC COM STK EX DATE 12/02/2009 PAY DATE: 01/04/2010									1,314 00	1,314 00	0.02	C
Soft Drinks					137,232 06		159,904 00	22,671.94	1,314.00	161,218 00	2 94	

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**** Please see the general disclosures set forth at the end of this Supplemental Report*

Morgan Stanley Private Wealth Management
522 Fifth Avenue
New York, NY 10036
(212) 296-6000

Valuation Currency: USD

Portfolio Valuation By Position
32-789Q3 : BRIDGEMILL FOUNDATION ATTN:JOHN H.T. WILSON
12/31/2009
Trade Date Reporting

Security Description		Shares or Face Value	Div or YTM@pur	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Interest	Total Market Value	% of *** Portfolio	Acct Type
Packaged Foods												
NESTLE SA (SWI LISTING)	CHF USD	4,990 00	1 40	31.54 26 02	157,388 08 129,857.27	50 20 48 53	250,498.00 242,144 03	93,109.92 112,286 76		250,498.00 242,144.03	4.42	C
Tobacco												
PHILIP MORRIS INTL		2,180 00	2.32	37 20	81,094 21	48 19	105,054 20	23,959 99		105,054.20	1.92	C
ACCRUAL: CASH DIVIDEND PHILIP MORRIS INTL EX DATE 12/23/2009 PAY DATE 01/11/2010									1,264 40	1,264 40	0 02	C
Tobacco					81,094 21		105,054 20	23,959.99	1,264 40	106,318.60	1.94	
Household Products												
PROCTER & GAMBLE CO COM		1,180 00	1 76	60 16	70,989.94	60 63	71,543.40	553 46		71,543.40	1.31	C
Consumer Staples					865,735.62		1,356,610 19	490,874.57	2,578 40	1,359,188.59	24 80	
Health Care												
Pharmaceuticals												
JOHNSON & JOHNSON COM		2,030.00	1 96	60 75	123,325 75	64 41	130,752.30	7,426.55		130,752 30	2.39	C

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**** Please see the general disclosures set forth at the end of this Supplemental Report*

Valuation Currency: USD

Portfolio Valuation By Position
32-789Q3 : BRIDGEMILL FOUNDATION ATTN:JOHN H.T. WILSON
12/31/2009
Trade Date Reporting

Security Description		*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
ROCHE HOLDING AG GENUSSCHEIN	CHF	1,430.00	5 00	198.85	284,355 64	175 80	251,394 00	(32,961.64)		251,394 00	4.43	C
(SWISS LISTING)	USD			169 84	242,871.96	169 94	243,010.15	138.19		243,010.15		
Pharmaceuticals					366,197 71		373,762 45	7,564.74		373,762 45	6.82	
Health Care					366,197 71		373,762 45	7,564 74		373,762.45	6.82	
Financials												
Banks												
WELLS FARGO COMPANY		3,180 00	0 20	28 23	89,775.61	26 99	85,828 20	(3,947.41)		85,828 20	1.57	C
Diversified Financial Services												
BANK OF AMERICA CORP		8,550 00	0 04	17 62	150,647.58	15.06	128,763 00	(21,884 58)		128,763.00	2.35	C
Financials					240,423 19		214,591 20	(25,831.99)		214,591 20	3.92	
Information Technology												
Internet Software & Services												
GOOGLE		378.00		581.41	219,773 81	619.98	234,352 44	14,578 63		234,352.44	4 28	C

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Portfolio Valuation By Position
32-789Q3 : BRIDGEMILL FOUNDATION ATTN:JOHN H.T. WILSON
12/31/2009
Trade Date Reporting

Valuation Currency: USD

Security Description	Shares or Face Value	Div or YTM@pur	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Interest	Total Market Value	% of *** Portfolio	Acct Type
Telecommunications Equipment											
CISCO SYSTEMS INC COM	9,520 00		20.50	195,185.96	23 94	227,908.80	32,722 84		227,908 80	4.16	C
Computer Hardware											
APPLE INC	820 00		184 71	151,465 58	210 73	172,800.24	21,334 66		172,800 24	3 15	C
Information Technology				566,425.35		635,061.48	68,636 13		635,061.48	11.59	
Telecommunication Services											
Wireless Telecommunication Services											
AMERICA MOVIL SAB DE CV	6,710 00	0 45	21 80	146,302 19	46 98	315,235 80	168,933 61		315,235 80	5 75	C

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Morgan Stanley Private Wealth Management
522 Fifth Avenue
New York, NY 10036
(212) 296-6000

Valuation Currency: USD

Portfolio Valuation By Position
32-789Q3 : BRIDGEMILL FOUNDATION ATTN:JOHN H.T. WILSON
12/31/2009
Trade Date Reporting

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
AMERICAN TOWER	6,900 00		28 61	197,388 94	43 21	298,149 00	100,760 06		298,149 00	5.44	C
Wireless Telecommunication Services				343,691.13		613,384.80	269,693 67		613,384.80	11.19	
Telecommunication Services				343,691.13		613,384 80	269,693 67		613,384.80	11 19	
TOTAL COMMON STOCKS				4,010,116.38		5,093,396 69	1,083,280 31	4,111 85	5,097,508.54	93.01	
TOTAL EQUITIES				*4,010,116.38*		*5,093,396.69*	*1,083,280.31*	*4,111.85*	*5,097,508.54*	*93.01*	
TOTAL PORTFOLIO				4,393,109.97		5,476,390.28	1,083,280.31	4,111.85	5,480,502.13	100.00	

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