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: BYDALE FOUNDATION % MS CHRISTINE O'DONNELL

Number and street (or P O. box number if mail is not delivered to street address) / Room/suite: BANK OF AMERICA 1 BRYANT PARK

City or town, state, and ZIP code: NEW YORK, NY 10036

A Employer identification number: 13-6195286

B Telephone number (see page 10 of the instructions): (646) 855-1011

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) ▶ $ 11,215,389.17

J Accounting method: ☒ 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)	—		N/A	
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	38,324	38,324		
	4	Dividends and interest from securities	396,383	396,383		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	8368			
	b	Gross sales price for all assets on line 6a 2,409,620				
	7	Capital gain net income (from Part IV, line 2)		8368		
	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)				
	12	**Total.** Add lines 1 through 11	443,075	443,075	—	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) Sch-2	4500	—	—	4500
	c	Other professional fees (attach schedule) Sch-2	41,944	16,944	—	25,000
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) Sch-2	2,500	—	—	—
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) Sch-2	1141	—	—	1141
	24	**Total operating and administrative expenses.** Add lines 13 through 23	50,085	16,944	—	30,641
	25	Contributions, gifts, grants paid	532,000			532,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	582,085	16,944	—	562,641
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(139,010)			
	b	**Net investment income** (if negative, enter -0-)		426,131		
	c	**Adjusted net income** (if negative, enter -0-)			—	

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	591,096	1,127,864	1,127,864
	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			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) Sch-3	3,295,674	3,575,102	4,812,037
	c	Investments—corporate bonds (attach schedule) Sch-4	6,925,034	4,973,783	4,997,297
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) Sch-5	520,545	520,545	278,191
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ Acc Int on purchases)	3,955	—	—
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	10,336,304	10,197,294	11,215,389
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)	-0-	-0-	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	10,336,304	10,197,294	
	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)	10,336,304	10,197,294	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	10,336,304	10,197,294	

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	10,336,304
2	Enter amount from Part I, line 27a	2	(139,010)
3	Other increases not included in line 2 (itemize) ▶	3	—
4	Add lines 1, 2, and 3	4	10,197,294
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	10,197,294

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b				
c	Schedule -1			
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			(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				
b				
c				
d				
e				

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	8,368
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	612

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	755,558	12,202,119	.061920
2007	815,465	13,322,984	.061207
2006	786,538	12,913,475	.060908
2005	821,238	12,939,197	.063469
2004	762,542	13,297,128	.057346

2	**Total** of line 1, column (d)	2	.304850
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	.060970
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	10,957,624
5	Multiply line 4 by line 3	5	668,086
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4261
7	Add lines 5 and 6	7	672,347
8	Enter qualifying distributions from Part XII, line 4	8	562,641

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 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	8523	–
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	-0-	
3	Add lines 1 and 2	3	8523	–
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	8523	–
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 7622			
b	Exempt foreign organizations—tax withheld at source — 6b: –			
c	Tax paid with application for extension of time to file (Form 8868) — 6c: –			
d	Backup withholding erroneously withheld — 6d: –			
7	Total credits and payments. Add lines 6a through 6d	7	7622	–
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	901	–
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	–	
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ **Refunded** ▶	11	-0-	

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		✓
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		✓
	*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		✓
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		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ DELAWARE, NEW YORK			
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	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
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 ▶ Ms Christine O'Donnell, Bank of America Telephone no. ▶ 646-855-1011			
	Located at ▶ 1 Bryant Park New York, NY ZIP+4 ▶ 10036			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☐ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		✓
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 ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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		✓

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ✓

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 ☑ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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
Schedule - 6		-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 ▶ -0-

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 ▶		-0-

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

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

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	-0-

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	8,693,217
b	Average of monthly cash balances	1b	2,430,542
c	Fair market value of all other assets (see page 24 of the instructions) ACCRUED INTEREST	1c	732
d	**Total** (add lines 1a, b, and c)	1d	11,124,491
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: -0-		
2	Acquisition indebtedness applicable to line 1 assets	2	-0-
3	Subtract line 2 from line 1d	3	11,124,491
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	166,867
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,957,624
6	**Minimum investment return.** Enter 5% of line 5	6	547,881

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	547,881
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 8523		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b: —		
c	Add lines 2a and 2b	2c	8523
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	539,358
4	Recoveries of amounts treated as qualifying distributions	4	—
5	Add lines 3 and 4	5	539,358
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	539,358

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	562,641
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	562,641
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	-0-
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	562,641

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				539,358
2	Undistributed income, if any, as of the end of 2009:				
a	Enter amount for 2008 only			-0-	
b	Total for prior years: 20___,20___,20___		-0-		
3	Excess distributions carryover, if any, to 2009:				
a	From 2004 . . . 110,944				
b	From 2005 . . . 186022				
c	From 2006 . . . 151,238				
d	From 2007 . . . 165 832				
e	From 2008 . . . 155 728				
f	**Total** of lines 3a through e	769,764			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 562,641				
a	Applied to 2008, but not more than line 2a			-0-	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		-0-		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	-0-			
d	Applied to 2009 distributable amount				539,358
e	Remaining amount distributed out of corpus	23,283			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	-0-			-0-
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	793,047			
b	Prior years' undistributed income. Subtract line 4b from line 2b		-0-		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		-0-		
d	Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		-0-		
e	Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			-0-	
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				-0-
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	-0-			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	110,944			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	682,103			
10	Analysis of line 9:				
a	Excess from 2005 . . . 186,022				
b	Excess from 2006 . . . 151,238				
c	Excess from 2007 . . . 165,832				
d	Excess from 2008 . . . 155,728				
e	Excess from 2009 . . . 23,283				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶ N/A

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 (a) 2009	Prior 3 years (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).)

NONE

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

NONE

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

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:

BYDALE FOUNDATION C/O MS CHRISTINE O'DONNELL
BANK OF AMERICA 1 BRYANT PARK NEW YORK NY 10036

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

EMAIL: christine.l.o'donnell@baml.com FOR APPLICATION MATERIALS

c Any submission deadlines: AUGUST 1ST

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

NO GRANTS ARE MADE TO INDIVIDUALS

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*				
Schedule-7	N/A	Public	Unrestricted	$532,000
Total . . . . ▶ 3a				532,000
b *Approved for future payment*				
None				
Total . . . . ▶ 3b				-0-

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	38,324	
4 Dividends and interest from securities			14	396,383	
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	8368	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-0-		443,075	-0-

13 **Total.** Add line 12, columns (b), (d), and (e) 13 443,075

(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.)
	N/A.

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

[signature] FRANK J KICK | 7/6/10 | TREASURER

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date	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		EIN	
		Phone no.	

Schedule 7

Bydale Foundation 2009 990-PF # 13-6195286

Organization	City	State	Amount
92nd Street YM/YW Assoc (Poetry Center)	New York	NY	$ 2,500
American Friends of Israel	Studio City	CA	25,000
Americans for Peace Now	Washington, D.C.		30,000
Backcountry Concerts, Inc.	Greenwich	CT	5,000
Chamber Orchestra of the Triangle	Chapel Hill	NC	10,000
Community Centers, Inc.	Greenwich	CT	2,000
Congenital Hyperinsulinism	Edgewood	NM	15,000
Connecticut Center for Patient Safety	Hartford	CT	2,000
Conservation Law Foundation Inc.	Boston	MA	10,000
Democracy NC	Durham	NC	5,000
Doc Arts Inc.	Durham	NC	5,000
Dorchester House Multi-Service Center	Dorchester	MA	7,500
Environmental Law Institute Inc.	Washington, D.C.		10,000
Equality Now Inc.	New York	NY	15,000
Family Re-Entry Inc.	Norwalk	CT	15,000
Feminist Majority Foundation	Beverly Hills	CA	15,000
Fine Arts Work Center	Provincetown	MA	5,000
Foundation Center	New York	NY	2,000
Foundation on Economic Trends	Bethesda	MD	20,000
Friends of Edna's Maternity	Blaine	MN	5,000
Gateway Classical Music Society	Greenwich	CT	5,000
Global Workers Justice Alliance	New York	NY	15,000
Grassroots Policy Project	Cambridge	MA	25,000
Group 1 Acting Company Inc.	New York	NY	10,000
Group 1 Acting Company Inc.	New York	NY	5,000
Hudson Valley Writers Center	Sleepy Hollow	NY	10,000
Institute for Public Accuracy	San Francisco	CA	15,000
Isaiah	Minneapolis	MN	25,000
Laurel House Inc.	Stamford	CT	10,000
Madre Inc.	New York	NY	5,000
Metrofuture, Inc.	Boston	MA	3,000
Mianus River Gorge Preserve Inc.	Bedford	NY	2,500
Naral Pro Choice America	Washington, D.C.		5,000
National Public Radio Inc.	Washington, D.C.		10,000
National Training and Information Center	Chicago	IL	25,000

Bydale Foundation 2009 990-PF # 13-6195286

Organization	City	State	Amount
Nectandra Institute	Alameda	NC	2,500
New Israel Fund	Washington, D.C.		35,000
New York Public Interest	New York	NY	5,000
North Carolina Waste Awareness	Durham	NC	5,000
Northern Westchester Hospital	Mount Kisco	NY	10,000
Norwalk Seaport Association Inc.	Norwalk	CT	2,500
Palm Beach Poetry Festival Inc.	Lake Worth	FL	5,000
Planned Parenthood of CT	New Haven	CT	20,000
Poetry Society of America	New York	NY	2,500
Poetry Society of America	New York	NY	2,500
Poets & Writers Inc.	New York	NY	2,500
Poets House Inc.	New York	NY	10,000
Point Community Development	Bronx	NY	5,000
Rocking the Boat Inc.	Bronx	NY	2,500
Sailors for the Sea	Boston	MA	2,500
Teachers and Writers	New York	NY	2,500
Technoserve, Inc.	Norwalk	CT	5,000
Wintergreen Adaptive Skiing	Afton	VA	2,500
Womens Leadership Fund	New York	NY	15,000
Yale University	New Haven	CT	3,000
Young Audiences Inc.	New York	NY	5,000
Youth for Christ USA Inc.	Roxboro	NC	10,000
			$532,000

Schedule - 6

Bydale Foundation 2009 990-PF #13-6195286

Name/Address	Title/Avg.Hrs/Wk	Compen-sation	Employee Ben Plan Contr.	Expense Account
Joan M. Warburg c/o Ms. Christine O'Donnell Bank of America 1 Bryant Park New York, NY 10036	Pres./Secr./Trustee/ 20.00	0.	0.	0.
James P. Warburg, Jr. c/o Ms. Christine O'Donnell Bank of America 1 Bryant Park New York, NY 10036	Trustee 10.00	0.	0.	0.
Jennifer J. Warburg c/o Ms. Christine O'Donnell Bank of America 1 Bryant Park New York, NY 10036	Trustee 10.00	0.	0.	0.
Philip N. Warburg c/o Ms. Christine O'Donnell Bank of America 1 Bryant Park New York, NY 10036	Trustee 10.00	0.	0.	0.
Sarah W. Bliumis-Dunn c/o Ms. Christine O'Donnell Bank of America 1 Bryant Park New York, NY 10036	Trustee 10.00	0.	0.	0.
Frank J. Kick P.O. Box 72 Harriman, NY 10926	Treasurer 4.00	0.	0.	0.

Bydale Foundation 2009 990-PF # 13-6195286

Part IV - Capital Gains aqnd Losses for Tax on Investment Income

(a) Description	(b) How Aquired Donation/Purchase	(c) Date Aquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis	(h) Capital Gain(Loss)	(i) F.M.V as of 12/31/1969	(j) Adjusted Basis as of 12/31/69	(k) Excess of col (i) over col. (f), if any	(l) Gains or Losses
$250,000 BellSouth 5 875% 1/15/09	P	11/10/98	1/15/09	$ 250,000.00	-	$258,750 00	$(8,750.00)	-	-	-	$ (8,750.00)
$500,000 Goldman Sachs 3.875% 1/15/09	P	10/17/07	1/15/09	500,000.00	-	494,680.00	5,320.00	-	-	-	5,320.00
$300,000 JP Morgan 6% 1/15/09	P	10/29/01	1/15/09	300,000.00	-	304,554.00	(4,554.00)	-	-	-	(4,554.00)
$200,000 Washington Post 5 5% 2/15/09	P	2/12/99	2/15/09	200,000.00	-	198,244.00	1,756 00	-	-	-	1,756 00
Dist - L/T Capital Gains - Tyco International	P	12/99 to 6/02	3/13/09	1,619.52	-	-	1,619.52	-	-	-	1,619 52
$300,000 FedEx Corp 3.5% 4/1/09	P	4/28/08	4/1/09	300,000.00	-	299,388.00	612.00	-	-	-	612 00
$200,000 American Express 4 75% 6/15/09	P	1/16/08	6/17/09	200,000 00	-	202,020.00	(2,020 00)	-	-	-	(2,020 00)
350 Rights - Rio Tinto PLC	P	2/20/04	7/17/09	7,982.14	-	-	7,982 14	-	-	-	7,982.14
$350,000 Wal-Mart Stores 6 875% 8/10/09	P	12/99 & 4/08	8/10/09	350,000.00	-	352,774 50	(2,774 50)	-	-	-	(2,774 50)
$300,000 CVS Caremark 4% 9/15/09	P	5/24/07	9/15/09	300,000.00	-	290,841.00	9,159.00	-	-	-	9,159 00
Dist - L/T Class Action Honeywell International	P	12/99 to 6/00	10/27/09	18.06	-	-	18 06	-	-	-	18.06
				$2,409,619.72							
										Line 2	$ 8,368.22
										Line 3	$ 612 00

Schedule 2

Bydale Foundation 2009 990-PF # 13-6195286

	A Expenses per Books	B Net Investment Income	C Adjusted Net Income	D Charitable Purposes
Accounting Fees				
Description				
Tax Preparation Fee	4,500.00	-	-	4,500.00
To Form 990-PF, PG 1, LN 16B	4,500.00	-	-	4,500.00
Other Professional Fees				
Description				
Account: Market Fees	16,944.00	16,944.00	-	-
Account: Administration Fee	25,000.00	-	-	25,000.00
To Form 990-PF, PG 1, LN 16C	41,944.00	16,944.00	-	25,000.00
Taxes				
Description				
Excise Tax	2,500.00	-	-	-
To Form 990-PF, PG 1, LN 18	2,500.00	-	-	-
Other Expenses				
Description				
NYS Filing Fee	750.00	-	-	750.00
DE Filing Fee (2007 & 2008)	50.00	-	-	50.00
Miscellaneous	341.00	-	-	341.00
To Form 990-PF, PG 1, LN 23	1,141.00	-	-	1,141.00

Bydale Foundation 2009 990-PF # 13-6195286

Part II - Investments

Line 10(b) Stocks

			Cost	Market Value
5000	shs	Abbott Labs	$ 270,543.00	$ 269,950.00
2900	shs	Automatic Data Processing Inc	96,558.17	124,178.00
1000	shs	Black & Decker Corp	40,441.20	64,830.00
5000	shs	Cisco Sys Inc	87,930.50	119,700.00
4000	shs	Citigroup Inc	35,931.66	13,240.00
14045	shs	Columbia International Growth	240,169.50	182,163.65
16000	shs	Columbia Select Small Cap Fund	194,048.72	218,400.00
2300	shs	Diebold Inc	117,799.48	65,435.00
2800	shs	Eli Lilly & Co	10,289.48	99,988.00
4500	shs	Exelon Corp	230,062.05	219,915.00
2000	shs	Exxon Mobil Corp	55,892.05	136,380.00
5000	shs	Firstenergy Corp	235,683.00	232,250.00
4000	shs	FPL Group	221,666.00	211,280.00
4000	shs	Gallagher Arthur J & Co	117,886.80	90,040.00
2400	shs	General Dynamics Corp	93,238.79	163,608.00
4600	shs	General Electric Co	15,216.03	69,598.00
2000	shs	Hewlett Packard Co	50,374.03	103,020.00
2300	shs	HJ Heinz & Co	108,102.99	98,348.00
2100	shs	International Business Machines	21,065.31	274,890.00
2000	shs	Johnson & Johnson	4,133.55	128,820.00
3200	shs	McGraw Hill Cos Inc	107,551.20	107,232.00
3500	shs	McKesson Corp	102,610.20	218,750.00
9000	shs	Nuance Communications Inc	136,794.60	139,770.00
2000	shs	Pepsico Inc	3,537.23	121,600.00
2600	shs	PNC Finl Svcs Group Inc	12,747.47	137,254.00
3000	shs	Renaissancere Holdings LTD	91,642.81	159,450.00
350	shs	Rio Tinto PLC ADR	38,820.22	75,386.50
2000	shs	Royal Dutch Shell PLC ADR	106,305.00	120,220.00
1600	shs	Schlumberger LTD Netherlands Antilles	52,014.54	104,144.00
4200	shs	Southern Un Co NEW	104,790.32	95,340.00
1900	shs	United Parcel Svc Inc CL B	95,516.23	109,003.00
2300	shs	Verizon Communications Inc	126,646.33	76,199.00
1650	shs	Viacom Inc	68,361.01	49,054.50
8000	shs	Vodafone Group PLC ADR NEW	184,680.00	184,720.00
150	shs	Washington Post Co CL B	89,936.27	65,940.00
6000	shs	Wells Fargo & Co NEW	6,116.67	161,940.00
			$ 3,575,102.41	$ 4,812,036.65

Bydale Foundation 2009 990-PF # 13-6195286

Part II - Investments

Line 10(c) Bonds

			Cost		Market Value
$500,000	General Electric Cap Corp 7.375% 1/19/10	$	503,805.00	$	501,215.00
$150,000	Bank of America Corporation 7.80% 2/15/10		148,107.00		151,071.00
$200,000	NationsBank Corp 6.60% 5/15/10		206,350.00		203,538.00
$350,000	Wal-Mart Stores Inc 4.125% 7/1/10		346,211.00		356,881.00
$300,000	SBC Communications Inc 6.25% 3/15/11		296,514.00		317,691.00
$500,000	Anheuser Busch Cos Inc 6.00% 4/15/11		505,363.00		527,245.00
$400,000	JP Morgan Chase & Co 4.5% 1/15/12		388,052.00		419,196.00
$300,000	Target Corp 5.875% 3/1/12		300,651.00		325,056.00
$350,000	General Electric Co 5.00% 2/1/13		375,574.50		370,286.00
$419,000	AT&T Broadband Corp 8.375% 3/15/13		408,046.10		482,981.30
$300,000	ConocoPhillips Australia 5.5% 4/15/13		289,131.00		325,785.00
$200,000	Diageo Cap PLC 4.375% 5/3/10		202,676.00		202,690.00
97079.742 shs	Columbia High Yield Fund		553,302.71		369,873.82
19900.498 shs	Pimco Developing Local Markets Fund		200,000.00		199,402.99
24414.063 shs	Pimco Foreign Bond Fund		250,000.00		244,384.77
		$	4,973,783.31	$	4,997,296.88

Bydale Foundation 2009 990-PF # 13-6195286

Part II - Investments

		Cost	Market Value
3500.00	Brandywine Realty TR	$ 77,865.43	$39,900.00
1200.00	MSB Reit V Inc.	442,680.00	238,291.20
		$ 520,545.43	$278,191.20