



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year **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 LUCY FOUNDATION		A Employer identification number 22-2737472
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) 973-379-5850
	City or town, state, and ZIP code MILLBURN, NJ 07041		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,024,942	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

*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 <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	20,657	20,657		
	4 Dividends and interest from securities	8,800	8,800		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,690			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		7,690		
	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	37,147	37,147			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	2,500			2,500
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	4,723			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	4,223			
25 Contributions, gifts, grants paid	38,500			38,500	
26 Total expenses and disbursements. Add lines 24 and 25	42,723			41,000	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(5,576)				
b Net investment income (if negative, enter -0-)		37,147			
c Adjusted net income (if negative, enter -0-)					

SCANNED AUG 19 2010

RECEIVED
ADD 2010
JULY 17
MILLBURN, NJ
IRS-OES

G14

17

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	2,104	26,804	26,804	
	2	Savings and temporary cash investments	589,470	458,947	458,947	
	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)	307,483	407,730	539,191	
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment, basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)					
14	Land, buildings, and equipment, basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	899,057	893,481	1,024,942		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0		
	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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	899,057	893,481		
	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)	899,057	893,481			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	899,057	893,481			

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	899,057
2	Enter amount from Part I, line 27a	2	(5,576)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	893,481
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	893,481

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	Publicly traded securities			
b	See attached			
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			7,690

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 7,690

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	62,350	1,070,355	.0582
2007	49,300	1,178,293	.0418
2006	62,200	1,156,947	.0537
2005	70,024	1,135,521	.0617
2004	71,317	1,156,032	.0617

2 Total of line 1, column (d) 2 .2771

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 .0554

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 4 955,681

5 Multiply line 4 by line 3 5 52,944

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 371

7 Add lines 5 and 6 7 53,315

8 Enter qualifying distributions from Part XII, line 4 8 42,723 41,000
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	589	14
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	589	14
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	589	14
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	650	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	650	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	60	86
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax 60.86 Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
c		X
d		
e		
2		X
3		X
4a		X
4b		N/A
5		X
6		
7	X	
8a		
b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

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		N/A
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ Timothy S. Scott Telephone no. ▶ 203-245-3909 Located at ▶ 15 Gull Rock Rd, Madison, CT ZIP+4 ▶ 06443			
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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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 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 *N/A*

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 *N/A* No

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

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

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

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** *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
<i>Timothy S. Scott 15 Gull Rock Rd, Madison, CT 06413</i>	<i>Pres / Treas</i>	<i>0</i>	<i>0</i>	<i>2,500</i>
<i>Polly Eastman Scott 439 E. 51st St, NY, NY 10022</i>	<i>VP / sect</i>	<i>0</i>	<i>0</i>	<i>0</i>
<i>Beldon Scott 131 Greene St, NY, NY 10012</i>	<i>Trustee</i>	<i>0</i>	<i>0</i>	<i>0</i>

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
<i>NONE</i>				

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 ▶

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	
3 All other program-related investments. See page 24 of the instructions	
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	543,171
b	Average of monthly cash balances	1b	427,063
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	970,234
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	970,234
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	14,553
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	955,681
6	Minimum investment return. Enter 5% of line 5	6	47,784

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	47,784
2a	Tax on investment income for 2009 from Part VI, line 5	2a	589
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	589
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	47,195
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	47,195
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	47,195

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	41,000
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	41,000
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	41,000

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				47,195
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0	
b Total for prior years: 2007, 2006, 2005		0		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				14,930
b From 2005				14,976
c From 2006				5,581
d From 2007				0
e From 2008				9,457
f Total of lines 3a through e	44,944			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 41,000				
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				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	6,195			6,195
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	38,749			
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)	8,735			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	30,014			
10 Analysis of line 9:				
a Excess from 2005				14,976
b Excess from 2006				5,581
c Excess from 2007				0
d Excess from 2008				9,457
e Excess from 2009				0

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				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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		<u>N/A</u>			
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.

N/A

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

Timothy S. Scott, 15 Gull Rock Rd., Madison, CT 06443

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

Letter to Foundation with 501(c)(3) exemption letter

- c** Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i></p> <p style="text-align: center; font-size: 1.2em;"><i>See Attached</i> <i>All grants to public charities</i></p>				
<p>Total</p>				<p>▶ 3a <u>38,500</u></p>
<p>b <i>Approved for future payment</i></p> <p style="text-align: center; font-size: 1.5em;"><i>N/A</i></p>				
<p>Total</p>				<p>▶ 3b</p>

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

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

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 of officer or trustee: [Handwritten Signature] Date: 8/13/10 Title: President

Sign Here

Paid Preparer's Use Only	Preparer's signature: <u>[Handwritten Signature]</u>	Date: _____	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP code: _____	EIN: _____	Preparer's identifying number (see Signature on page 30 of the instructions)
		Phone no: _____	

Activity

LUCY FOUNDATION
ATTENTION: TIMOTHY S SCOTT

INTERESTED PARTY COPY

CASH FLOW ACTIVITY

Transaction Settlement Date	Date	Activity Type	Description	Comments	Quantity	Price	Inflows/(Outflows)
12/30	12/30	Interest Income	MORGAN STANLEY BANK N.A. (Period 11/28-12/30)				\$3.07

MMF AND BANK DEPOSITS ACTIVITY

Date	Activity Type	Description	Bank Deposit Program/ Money Market Funds
12/30	Automatic Investment	BANK DEPOSIT PROGRAM	\$3.07

REALIZED GAIN/(LOSS) DETAIL

Security Description	Quantity	Date Acquired	Date Sold	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
GOLDMAN SACHS BK	5.100	8-20-15	10/21/09	\$93,949.35	\$90,000.00	\$3,949.35	
Net Realized Gain/(Loss) This Period				\$0.00	\$0.00	\$0.00	
Net Realized Gain/(Loss) Year to Date				\$93,949.35	\$90,000.00	\$3,949.35	

Gain / loss information is provided for informational purposes only and should not be used for tax preparation. Please refer to the gain / loss section of the disclosures for important information about gain / loss reporting.

This page intentionally left blank

Morgan Stanley Smith Barney

CLIENT STATEMENT | For the Period December 1-31, 2009

LUCY FOUNDATION
ATTENTION: TIMOTHY S SCOTT
INTERESTED PARTY COPY

Activity

CASH FLOW ACTIVITY (CONTINUED)

Transaction Settlement Date	Activity Type	Description	Comments	Quantity	Price	Inflows/(Outflows)
12/30	Interest Income	MORGAN STANLEY BANK N.A. (Period 11/28-12/30)				4.13
12/30	Service Fee	CTRIP.COM INTL LTD	P/D 12/30 .02 AGT CUST FEE			(2.52)
12/31	Dividend	VANGUARD REIT ETF				347.48
12/31	Dividend	VANGUARD EMRG MKTS ETF				252.88
12/31	Dividend	RYDEX S&P EQUAL WEIGHT ETF				102.04
12/31	Dividend	POWERSHARES QQQ TR				55.64
12/31	Dividend	ISHARES TR FTSEXINHUA CHINA				46.65
12/31	Dividend	FIRST TRSUT NASD TEC INDEX FD				22.68
NET INFLOWS/(OUTFLOWS)						\$(69,242.58)

Purchase and Sale transactions above may have received an average price execution. Details regarding the actual prices are available upon request.

MMF AND BANK DEPOSITS ACTIVITY

Date	Activity Type	Description	Bank Deposit Program/ Money Market Funds
12/2	Automatic Investment	BANK DEPOSIT PROGRAM	\$8,504.96
12/3	Automatic Investment	BANK DEPOSIT PROGRAM	18,599.10
12/4	Automatic Redemption	BANK DEPOSIT PROGRAM	(22,337.30)
12/7	Automatic Redemption	BANK DEPOSIT PROGRAM	(24,761.66)
12/9	Automatic Redemption	BANK DEPOSIT PROGRAM	(12,863.96)
12/10	Automatic Redemption	BANK DEPOSIT PROGRAM	(6,421.67)
12/11	Automatic Investment	BANK DEPOSIT PROGRAM	237.08
12/15	Automatic Redemption	BANK DEPOSIT PROGRAM	(9,516.39)
12/17	Automatic Redemption	BANK DEPOSIT PROGRAM	(12,594.08)
12/21	Automatic Redemption	BANK DEPOSIT PROGRAM	(37,927.83)
12/23	Automatic Investment	BANK DEPOSIT PROGRAM	21,101.22
12/24	Automatic Investment	BANK DEPOSIT PROGRAM	3,912.03
12/28	Automatic Investment	BANK DEPOSIT PROGRAM	3,942.29
12/30	Automatic Investment	BANK DEPOSIT PROGRAM	4.13
12/31	Automatic Investment	BANK DEPOSIT PROGRAM	52.13
NET ACTIVITY FOR PERIOD			\$(70,069.95)

LUCY FOUNDATION
ATTENTION: TIMOTHY S SCOTT

Activity

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
3M COMPANY	10/28/08	02/02/09	87,000	\$4,584.87	\$5,309.05	\$(724.18)	
	12/05/08	02/02/09	1,000	52.70	59.33	(6.63)	
	12/05/08	03/10/09	89,000	3,997.92	5,280.37	(1,282.45)	
ABBOTT LABORATORIES	12/16/08	01/16/09	206,000	10,303.36	10,800.56	(497.20)	
	12/16/08	02/02/09	104,000	5,643.35	5,452.71	190.64	
	12/31/08	02/02/09	102,000	5,534.82	5,448.84	85.98	
	03/10/09	10/30/09	99,000	5,012.30	4,640.97	371.33	
	04/02/09	10/30/09	63,000	3,189.65	2,970.87	218.78	
AMAZON COM INC	08/22/08	01/12/09	95,000	5,008.44	8,030.35	(3,021.91)	
ANDERSONS INC	07/30/09	09/10/09	161,000	5,321.70	5,103.70	218.00	
BALL CORPORATION	06/01/09	08/12/09	95,000	4,755.32	3,875.77	879.55	
	06/01/09	08/27/09	95,000	4,640.76	3,875.77	764.99	
BANK OF AMERICA CORP	05/20/09	06/15/09	428,000	5,756.45	5,041.84	714.61	
	05/22/09	06/15/09	263,000	3,537.26	2,852.58	684.68	
	06/11/09	06/15/09	517,000	6,953.47	6,669.30	284.17	
BAXTER INTL INC	12/19/08	01/15/09	154,000	8,232.22	8,240.54	(8.32)	
	12/31/08	01/15/09	157,000	8,392.59	8,324.14	68.45	
	04/16/09	08/27/09	200,000	11,298.14	10,216.10	1,082.04	
BECTON DICKINSON & CO	01/06/09	02/02/09	82,000	5,884.28	5,622.88	261.40	
	01/06/09	07/31/09	82,000	5,367.29	5,622.88	(255.59)	
	03/10/09	07/31/09	66,000	4,320.02	4,119.31	200.71	
BP PLC ADS	03/10/09	06/23/09	124,000	5,790.97	4,624.21	1,166.76	
BUCYRUS INTL INC	07/30/09	10/20/09	171,000	7,044.59	5,102.76	1,941.83	
	09/30/09	10/20/09	16,000	659.14	571.51	87.63	
	09/30/09	10/30/09	188,000	8,829.11	6,715.29	2,113.82	
CELGENE CORP	09/11/09	12/17/09	205,000	10,518.17	10,592.33	(74.16)	
CHEVRON CORP	03/26/09	07/07/09	72,000	4,596.75	5,071.31	(474.56)	
	06/11/09	07/07/09	36,000	2,298.37	2,597.34	(298.97)	
	06/11/09	11/30/09	108,000	8,405.64	7,792.03	613.61	
	09/10/09	11/30/09	2,000	155.66	143.36	12.30	
	09/10/09	12/10/09	110,000	8,570.19	7,884.58	685.61	
CISCO SYS INC	04/02/09	06/15/09	283,000	5,550.53	5,119.33	431.20	
	04/29/09	06/15/09	245,000	4,805.23	4,733.28	71.95	
CLAYMORE DELTA GLOBAL SHIP	05/20/09	07/07/09	402,000	4,438.45	5,046.39	(607.94)	
	06/01/09	07/07/09	716,000	7,905.29	9,932.92	(2,027.63)	
COCA COLA CO	08/13/08	02/02/09	184,000	7,805.23	10,132.51	(2,327.28)	

CONTINUED

LUCY FOUNDATION
ATTENTION: TIMOTHY S SCOTT
INTERESTED PARTY COPY

Activity

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	08/13/08	04/06/09	51.000	2,282.26	2,808.47	(526.21)	
	08/20/08	04/06/09	119.000	5,325.28	6,463.84	(1,138.56)	
	11/13/08	04/06/09	14.000	626.50	618.94	7.56	
COMCAST CORP CL A SPECIAL NEW	12/05/08	02/02/09	683.000	9,384.36	10,543.33	(1,158.97)	
	12/17/08	02/02/09	10.000	137.40	156.96	(19.56)	
	12/17/08	03/10/09	365.000	4,042.28	5,729.15	(1,686.87)	
	12/31/08	03/10/09	329.000	3,643.88	5,208.07	(1,564.49)	
CONTANGO OIL&GAS CO NEW	09/10/08	11/30/09	25.000	1,110.88	1,430.68	(319.80)	
	12/17/08	11/30/09	87.000	3,865.84	4,538.32	(672.48)	
	12/17/08	12/10/09	49.000	2,185.69	2,556.07	(370.38)	
	05/20/09	12/10/09	7.000	312.24	317.07	(4.83)	
CSX CORP	09/04/09	09/11/09	227.000	10,804.65	10,300.49	504.16	
CURRENCY SH AUS DOL TR	08/24/09	09/10/09	61.000	5,232.14	5,141.89	90.25	
CVS CAREMARK CORP	08/13/08	01/12/09	197.000	4,965.83	7,389.20	(2,423.37)	
	08/13/08	06/23/09	148.000	4,540.82	5,551.27	(1,010.45)	
	10/28/08	06/23/09	49.000	1,503.38	1,312.62	190.76	
	03/10/09	06/23/09	63.000	1,932.92	1,562.36	370.56	
	03/10/09	08/10/09	113.000	3,916.72	2,802.32	1,114.40	
	04/02/09	08/10/09	147.000	5,095.21	4,282.04	813.17	
EMC CORP MASS	06/01/09	07/07/09	324.000	4,151.89	3,891.27	260.62	
	06/01/09	09/30/09	324.000	5,500.79	3,891.27	1,609.52	
ENERGY SEL SECT SPDR FD	06/12/09	07/07/09	196.000	8,913.97	10,469.42	(1,555.45)	
	06/12/09	07/17/09	98.000	4,749.34	5,234.71	(485.37)	
	06/12/09	09/30/09	98.000	5,235.91	5,234.71	1.20	
ENERGY TRANS EQTY LP	03/25/09	04/28/09	239.000	5,974.84	5,042.35	932.49	
ENTERPRISE PROD PRTNRS L.P.	12/17/08	04/23/09	381.000	8,884.61	8,320.93	563.68	
	12/19/08	04/23/09	26.000	606.30	558.88	47.42	
	12/19/08	04/28/09	203.000	4,810.97	4,363.57	447.40	
	12/19/08	05/01/09	24.000	567.09	515.89	51.20	
	12/29/08	05/01/09	180.000	4,253.14	3,589.33	663.81	
EXXON MOBIL CORP	03/10/09	03/30/09	35.000	2,395.40	2,338.35	57.05	
	03/10/09	03/30/09	34.000	2,328.98	2,271.54	57.44	
GENENTECH INC	12/31/08	03/12/09	99.000	9,321.47	8,172.45	1,149.02	
GENERAL ELECTRIC CO	06/02/08	03/04/09	294.000	1,869.97	9,126.74	(7,256.77) A	
	06/02/08	03/10/09	81.000	706.36	2,514.51	(1,808.15) A	
	10/15/08	03/10/09	214.000	1,866.20	4,185.84	(2,319.64)	

CONTINUED

Activity

LUCY FOUNDATION
ATTENTION: TIMOTHY S SCOTT

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
GOOGLE INC-CL A	04/02/09	06/11/09	14,000	6,039.27	5,083.79	955.48	
	04/13/09	06/11/09	13,000	5,607.89	4,905.81	702.08	
GREENHAVEN CONTINUOUS CMDTY	04/29/09	06/11/09	12,000	5,176.52	4,707.82	468.70	
	04/02/09	06/23/09	113,000	2,560.82	2,514.25	46.57	
	04/02/09	07/07/09	57,000	1,254.12	1,268.25	(14.13)	
	04/02/09	08/31/09	57,000	1,315.12	1,268.25	46.87	
H J HEINZ CO	03/24/09	07/17/09	228,000	8,482.34	7,915.21	567.13	
	03/24/09	08/12/09	66,000	2,528.67	2,291.24	237.43	
	04/27/09	08/12/09	48,000	1,839.03	1,608.85	230.18	
	04/27/09	08/27/09	115,000	4,452.78	3,854.53	598.25	
HELMERICH&PAYNE INC	04/29/09	10/20/09	112,000	4,868.63	3,813.25	1,055.38	
	04/29/09	11/30/09	113,000	4,238.77	3,847.30	391.47	
HEWLETT PACKARD	03/24/09	03/30/09	165,000	5,315.61	5,090.17	225.44	
	03/24/09	03/30/09	165,000	5,321.22	5,090.17	231.05	
	09/04/09	12/17/09	114,000	5,749.95	5,136.83	613.12	
	10/08/09	12/17/09	28,000	1,412.27	1,313.46	98.81	
INTEL CORP	06/09/09	06/23/09	471,000	7,446.31	7,763.07	(316.76)	
	06/09/09	11/03/09	402,000	7,490.35	6,625.80	864.55	
	06/09/09	11/03/09	70,000	1,289.80	1,153.75	136.05	
	08/27/09	11/03/09	332,000	6,117.33	6,461.58	(344.25)	
INTL BUSINESS MACHINES CORP	10/21/08	02/02/09	100,000	9,066.94	9,067.88	(0.94)	
	03/10/09	04/20/09	54,000	5,408.50	4,606.48	802.02	
	04/02/09	04/20/09	101,000	10,115.90	9,975.88	140.02	
ISHARES MSCI EAFE FUND	12/19/08	01/15/09	372,000	14,922.17	16,349.25	(1,427.08)	
	01/06/09	01/15/09	377,000	15,088.84	16,975.60	(1,886.76)	
	01/06/09	01/15/09	4,000	160.45	180.11	(19.66)	
ISHARES MSCI EMERGING MKTS FD	03/19/09	03/30/09	201,000	4,924.47	4,962.69	(38.22)	
	03/19/09	04/20/09	202,000	5,528.59	4,987.38	541.21	
	07/20/09	08/27/09	292,000	10,409.15	10,059.90	349.25	
	07/21/09	08/27/09	142,000	5,061.99	4,956.33	105.66	
	07/22/09	08/27/09	62,000	2,210.16	2,158.60	51.56	
	07/22/09	09/30/09	87,000	3,344.40	3,029.00	315.40	
ISHARES MSCI HONG KONG IND FD	07/23/09	09/30/09	409,000	15,722.53	14,592.47	1,130.06	
	07/20/09	09/09/09	495,000	7,608.05	7,269.76	338.29	
	07/20/09	09/30/09	190,000	2,924.75	2,790.41	134.34	
	07/22/09	09/30/09	345,000	5,310.72	5,088.44	222.28	

CONTINUED

LUCY FOUNDATION
ATTENTION: TIMOTHY S SCOTT

Activity

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	07/23/09	09/30/09	620.000	9,543.91	9,502.00	41.91	
ISHARES S&P LATIN AMER 40 IDX	08/04/09	09/30/09	265.000	11,420.59	10,445.00	975.59	
ISHARES TR FTSEXINHUA CHINA	03/10/09	03/30/09	183.000	5,038.44	4,648.17	450.27	
	03/10/09	03/30/09	183.000	5,144.10	4,648.17	495.93	
	11/11/09	12/10/09	209.000	9,091.55	9,539.93	(448.38)	
JEFFERIES GROUP INC NEW	05/20/09	09/01/09	125.000	2,891.53	2,520.40	371.13	
	05/20/09	09/01/09	125.000	2,901.26	2,520.40	380.86	
JOHNSON & JOHNSON	10/10/08	07/17/09	98.000	5,804.43	5,461.54	342.89	
	10/15/08	07/17/09	41.000	2,428.38	2,531.73	(103.35)	
	11/13/08	07/17/09	43.000	2,546.84	2,501.31	45.53	
	11/13/08	07/28/09	50.000	3,057.14	2,908.50	148.64	
	11/25/08	07/28/09	133.000	8,132.01	7,660.55	471.46	
KINROSS GOLD CORP NEW	09/02/09	10/20/09	507.000	11,383.02	10,236.08	1,146.94	
KRAFT FOODS INC CL A	10/17/08	01/21/09	295.000	8,320.04	8,434.05	(114.01)	
	10/20/08	01/21/09	51.000	1,438.38	1,493.24	(54.86)	
	10/20/08	01/28/09	36.000	1,070.65	1,054.05	16.60	
	10/28/08	01/28/09	96.000	2,855.07	2,670.64	184.43	
	11/19/08	01/28/09	215.000	6,394.17	5,781.54	612.63	
	03/24/09	05/11/09	444.000	11,218.57	10,185.36	1,033.21	
MARKET VECTORS AGRIBUS ETF	04/28/09	05/19/09	191.000	6,981.18	5,699.72	1,281.46	
	04/28/09	06/02/09	134.000	5,056.33	3,998.76	1,057.57	
	04/28/09	06/11/09	18.000	687.33	537.15	150.18	
	05/01/09	06/11/09	295.000	11,264.52	9,521.63	1,742.89	
MARKET VECTORS GOLD MINERS	01/30/09	03/03/09	305.000	9,239.12	10,605.52	(1,366.40)	
	02/11/09	03/03/09	62.000	1,878.12	2,196.66	(318.54)	
	02/11/09	03/24/09	184.000	6,914.68	6,519.12	395.56	
	02/11/09	03/26/09	184.000	7,066.02	6,519.12	546.90	
	05/19/09	06/01/09	196.000	8,579.85	7,546.65	1,033.20	
	05/19/09	06/05/09	197.000	8,218.95	7,585.15	633.80	
	07/22/09	08/24/09	127.000	4,953.12	5,087.71	(134.59)	
	07/22/09	08/24/09	126.000	4,918.97	5,047.65	(128.68)	
	10/06/09	10/26/09	166.000	7,378.56	7,927.86	(549.30)	
	10/06/09	11/27/09	166.000	8,491.05	7,927.86	563.19	
MASTERCARD INC CL A	04/02/09	04/20/09	30.000	4,821.77	4,968.33	(146.56)	
	04/13/09	04/20/09	6.000	964.36	1,044.26	(79.90)	
	04/13/09	05/01/09	37.000	6,221.40	6,439.58	(218.18)	

CONTINUED

LUCY FOUNDATION
ATTENTION: TIMOTHY S SCOTT

Activity

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
MC DONALDS CORP	07/30/09	11/06/09	162.000	10,022.13	9,094.68	927.45	
	07/30/09	11/16/09	20.000	1,278.37	1,122.80	155.57	
	09/25/09	11/16/09	142.000	9,076.45	8,144.85	931.60	
MERCK & CO	11/04/08	05/01/09	374.000	8,998.20	11,436.62	(2,438.42)	
MICROSOFT CORP	11/06/08	06/17/09	137.000	3,187.35	2,983.84	203.51	
	11/25/08	06/17/09	249.000	5,793.06	5,083.29	709.77	
	03/10/09	06/17/09	183.000	4,257.55	2,984.77	1,272.78	
	06/01/09	06/17/09	413.000	9,608.57	8,680.14	928.43	
ML OIL SERVICE HOLDERS TRUST	10/06/09	10/16/09	200.000	25,695.33	23,650.00	2,045.33	
NATIONAL OILWELL VARCO INC	04/24/09	05/11/09	329.000	11,525.69	10,123.79	1,401.90	
NESTLE SPON ADR REP REG SHR	08/20/09	10/30/09	190.000	8,986.76	7,674.10	1,312.66	
NETFLIX INC	06/23/09	07/15/09	190.000	8,400.31	7,544.08	856.23	
NIKE INC B	10/14/09	12/10/09	168.000	10,547.35	10,827.03	(279.68)	
PATTERSON -UTI ENERGY INC	04/29/09	07/17/09	556.000	7,914.39	7,688.09	226.30	
PFIZER INC	06/27/08	03/10/09	444.000	5,674.28	7,808.48	(2,134.20) A	
	06/27/08	06/01/09	306.000	4,547.41	5,381.52	(834.11) A	
	11/25/08	06/01/09	249.000	3,700.34	3,936.57	(236.23)	
	12/17/08	06/01/09	270.000	4,012.42	4,716.77	(704.35)	
PLAINS ALL AMERICAN PIPELIN L P	04/09/09	06/15/09	386.000	16,964.26	15,149.61	1,814.65	
POTASH CP OF SASKATCHEWAN INC	03/02/09	03/30/09	63.000	5,251.02	4,788.22	462.80	
	03/19/09	03/30/09	32.000	2,651.60	2,600.79	50.81	
	03/19/09	03/30/09	27.000	2,250.44	2,194.41	56.03	
	03/24/09	03/30/09	59.000	4,888.88	4,956.35	(67.47)	
POWERSH DWA TECH LEAD PTF ETF	01/05/09	02/02/09	189.000	2,530.78	2,825.55	(294.77)	
	01/05/09	05/11/09	190.000	2,688.18	2,840.50	(152.32)	
	03/19/09	05/11/09	40.000	565.93	518.11	47.82	
	03/19/09	06/18/09	269.000	3,911.47	3,484.31	427.16	
	03/19/09	06/18/09	268.000	3,859.10	3,471.35	387.75	
POWERSHARES DB AGRICULTURE FD	02/24/09	06/02/09	276.000	7,853.73	6,461.16	1,392.57	
	02/24/09	06/03/09	41.000	1,149.14	959.81	189.33	
	03/10/09	06/03/09	273.000	7,651.58	6,435.57	1,216.01	
	04/24/09	06/03/09	8.000	224.22	198.68	25.54	
	04/24/09	06/04/09	322.000	8,881.43	7,996.94	884.49	
POWERSHARES QQQ TR	02/05/09	02/10/09	861.000	27,173.00	26,277.72	895.28	
	03/19/09	03/30/09	331.000	10,035.86	9,913.28	122.58	
	03/19/09	03/30/09	1.000	30.02	29.95	0.07	

CONTINUED

LUCY FOUNDATION
ATTENTION: TIMOTHY S SCOTT

Activity

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
PROCTER & GAMBLE	03/24/09	03/30/09	331.000	9,936.73	10,194.63	(257.90)	
	06/02/09	06/15/09	717.000	25,978.03	26,081.81	(103.78)	
	12/16/08	02/02/09	134.000	7,214.51	8,026.40	(811.89)	
	12/16/08	08/10/09	47.000	2,434.61	2,815.23	(380.62)	
PROSHARES ULTRASHORT S&P500	12/31/08	08/10/09	80.000	4,144.01	4,921.60	(777.59)	
	12/31/08	10/30/09	7.000	414.16	430.64	(16.48)	
	04/02/09	10/30/09	121.000	7,159.08	6,003.31	1,155.77	
	01/20/09	01/22/09	62.000	4,969.89	5,319.40	(349.51)	
RYDEX RUSSELL TOP 50 ETF	01/20/09	01/23/09	62.000	4,981.87	5,319.40	(337.53)	
	04/22/09	04/29/09	154.000	10,041.56	10,211.36	(169.80)	
	10/29/08	04/20/09	145.000	9,489.07	11,034.41	(1,545.34)	
	11/13/08	04/20/09	77.000	5,039.03	5,288.50	(249.47)	
SCHLUMBERGER LTD	11/13/08	04/27/09	93.000	6,170.98	6,387.41	(216.43)	
	11/24/08	04/27/09	18.000	1,194.38	1,235.52	(41.14)	
	11/24/08	05/01/09	112.000	7,467.96	7,687.68	(219.72)	
	04/29/09	10/20/09	135.000	9,297.21	6,780.13	2,517.08	
SOURCE CAPITAL INC	04/29/09	11/30/09	17.000	1,065.71	853.79	211.92	
	08/24/09	11/30/09	50.000	3,134.46	2,904.56	229.90	
	08/24/09	12/10/09	68.000	4,124.03	3,950.20	173.83	
	08/13/08	03/10/09	215.000	4,952.15	11,240.20	(6,288.05)	
SOURCEFIRE INC	08/19/08	03/10/09	2.000	46.07	104.38	(58.31)	
	08/19/08	04/27/09	65.000	2,055.04	3,392.35	(1,337.31)	
	08/19/08	06/23/09	27.000	881.04	1,409.13	(528.09)	
	09/08/08	06/23/09	125.000	4,078.89	6,395.83	(2,316.94)	
SPDR GOLD TR GOLD SHS	11/02/09	12/18/09	154.000	3,912.03	3,086.61	825.42	
	05/19/09	06/03/09	83.000	7,955.70	7,552.79	402.91	
	05/19/09	06/05/09	83.000	7,830.84	7,552.79	278.05	
	07/17/09	07/28/09	218.000	20,187.92	20,096.68	91.24	
THIRD AVE VALUE FUND	07/20/09	09/28/09	263.000	5,530.95	5,021.27	509.68	
	07/20/09	09/30/09	264.000	5,447.34	5,040.37	406.97	
	08/13/08	03/10/09	342.600	9,048.06	16,780.55	(7,732.49)	
	12/23/08	03/10/09	2.001	52.85	63.04	(10.19)	
TOYOTA MOTOR CP ADR NEW	12/23/08	03/10/09	0.011	0.29	0.34	(0.05)	
	04/02/09	04/23/09	111.000	8,801.48	7,782.21	1,019.27	
	08/03/09	10/29/09	171.000	9,660.74	9,985.47	(324.73)	

CONTINUED

Morgan Stanley Smith Barney

CLIENT STATEMENT | For the Period December 1-31, 2009

Activity

LUCY FOUNDATION
ATTENTION: TIMOTHY S SCOTT

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	08/03/09	11/03/09	8,000	470.67	467.16	3.51	
	08/24/09	11/03/09	73,000	4,294.88	4,528.06	(233.18)	
	08/27/09	11/03/09	5,000	294.17	303.90	(9.73)	
	08/27/09	11/16/09	86,000	5,497.77	5,227.08	270.69	
UNISOURCE ENERGY CP (HLDG CO)	12/03/08	03/06/09	299,000	7,386.06	7,956.54	(570.48)	
UNITED TECHNOLOGIES CORP	09/19/08	08/12/09	90,000	5,257.09	5,803.92	(546.83)	
	09/24/08	08/12/09	14,000	817.77	838.42	(20.65)	
	03/24/09	08/12/09	90,000	5,257.09	3,909.08	1,348.01	
	03/24/09	10/20/09	41,000	2,662.56	1,780.81	881.75	
	04/02/09	10/20/09	56,000	3,636.67	2,547.67	1,089.00	
	04/02/09	12/17/09	49,000	3,420.83	2,229.21	1,191.62	
VANGUARD EMRG MKTS ETF	10/08/09	10/22/09	675,000	27,335.85	26,712.52	623.33	
VERIZON COMMUNICATIONS	03/04/09	03/30/09	167,000	5,025.12	4,677.12	348.00	
VISA INC CL A	04/02/09	04/20/09	94,000	5,358.80	5,207.21	151.59	
	04/02/09	05/01/09	42,000	2,660.57	2,326.63	333.94	
	04/03/09	05/01/09	53,000	3,357.39	3,141.08	216.31	
WAL MART STORES INC	08/13/08	11/16/09	158,000	8,409.96	9,160.53	(750.57)	
	08/13/08	11/19/09	9,000	485.63	521.80	(36.17)	
	06/03/09	11/19/09	148,000	7,985.93	7,367.29	618.64	
	06/23/09	11/19/09	27,000	1,456.89	1,309.23	147.66	
	06/23/09	11/27/09	74,000	4,043.22	3,588.26	454.96	
	06/29/09	11/27/09	111,000	6,064.83	5,381.09	683.74	
WEATHERFORD INTERNATIONAL LTD	06/01/09	11/25/09	354,000	5,752.88	7,760.71	(2,007.83)	
	07/12/09	11/25/09	169,000	2,746.43	3,281.91	(535.48)	
XCEL ENERGY INC	12/03/08	03/04/09	441,000	7,466.92	7,949.42	(482.50)	
Net Realized Gain/(Loss) This Period				\$112,861.96	\$109,969.80	\$2,892.16	
Net Realized Gain/(Loss) Year to Date				\$1,366,468.80	\$1,362,727.79	\$3,741.01	

Gain / loss information is provided for informational purposes only and should not be used for tax preparation. Please refer to the gain / loss section of the disclosures for important information about gain / loss reporting.

A - You executed this transaction elsewhere and later transferred the security to your Morgan Stanley Smith Barney Account. Another financial institution has provided Morgan Stanley Smith Barney the transaction detail for this position.

Security Mark
at Right

LUCY FOUNDATION

22-2737472

PART XV - 2009 GRANTS

ALL GRANTS TO PUBLIC CHARITIES - GENERAL SUPPORT

<u>DATE</u>	<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
3/7/09	Memorial Sloan Kettering Hospital, NY, NY	Public	3,000
3/18/09	Ohio Wesleyan Univ, Dela, OH	Public	500
3/18/09	Birch Wathen School, NY, NY	Public	500
3/18/09	Nightingale Bamford School, NY, NY	Public	1,000
4/1/09	Nature Conservancy, Madison, CT	Public	2,000
4/1/09	Maine Island Trail Assn., Portland, ME	Public	2,000
4/1/09	Young Americans GP, NY, NY	Public	1,500
4/1/09	WNET, NY, NY	Public	2,000
4/1/09	Marvelwood School, Kent, CT	Public	1,000
4/11/09	Scranton Library, Madison, CT	Public	5,000
5/20/09	Martin de Porres School, New Haven, CT	Public	2,000
9/13/09	Madison Fresh Air Fund, Madison, CT	Public	500
9/17/09	St. Pauls School, Concord, NH	Public	3,000
9/23/09	ABC, Madison, CT	Public	4,000
9/23/09	Univ. of Michigan, Ann Arbor, MI	Public	4,000
9/23/09	Madison Foundation, Madison, CT	Public	3,000
10/2/09	Shoreline Soup Kitchen, Madison, CT	Public	1,000
11/9/09	Neighbor to Neighbor, Madison, CT	Public	1,000
11/18/09	Shoreline Greenway Trail, Madison, CT	Public	500
3/7/09	Christian Comm. Action, New Haven, CT	Public	2,000
	Total		<u>38,500</u>