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**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

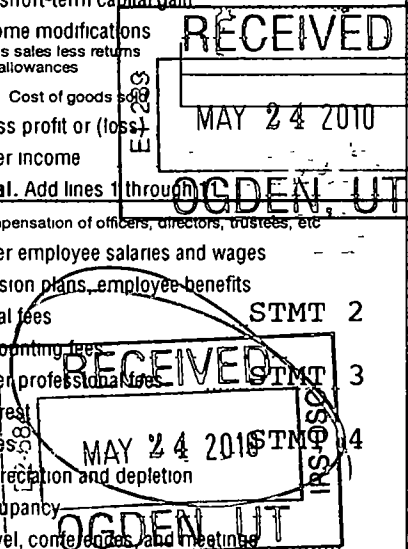
For calendar year 2009, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

**G** Check all that apply:  Initial return,  Amended return,  Initial return of a former public charity,  Address change,  Final return,  Name change

<b>Use the IRS label. Otherwise, print or type. See Specific Instructions.</b>	Name of foundation <b>JMM CHARITABLE FOUNDATION</b>	<b>A</b> Employer identification number <b>26-6226655</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>C/O BESSEMER TRUST, 630 FIFTH AVE-34TH</b>	<b>B</b> Telephone number <b>212-708-9100</b>
	City or town, state, and ZIP code <b>NEW YORK, NY 10111</b>	<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>H</b> 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	<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>2,031,677.</b> (Part I, column (d) must be on cash basis.)	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I</b> Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	0.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	39,897.	39,897.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<51,279.>			
b Gross sales price for all assets on line 6a	205,544.			
7 Capital gain net income (from Part IV, line 2)		0.		
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)				
11 Other income				
12 Total. Add lines 1 through 11	<11,382.>	39,897.		
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees	455.	0.		455.
b Accounting fees				
c Other professional fees	10,906.	8,406.		2,500.
17 Interest				
18 Taxes	41,775.	401.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	53,136.	8,807.		2,955.
25 Contributions, gifts, grants paid	32,500.			32,500.
26 Total expenses and disbursements. Add lines 24 and 25	85,636.	8,807.		35,455.
27 Subtract line 26 from line 12	<97,018.>			
a Excess of revenue over expenses and disbursements		31,090.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED MAY 27 2010  
ENVELOPE DATE MAY 7 2010



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		669,035.	184,910.	184,910.	
	2	Savings and temporary cash investments					
	3	Accounts receivable					
		Less allowance for doubtful accounts					
	4	Pledges receivable					
		Less allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable					
		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	STMT 5		495,183.	495,183.	522,926.
	b	Investments - corporate stock	STMT 6		848,114.	1,097,304.	1,208,677.
	c	Investments - corporate bonds					
11	Investments - land, buildings, and equipment basis						
	Less accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other	STMT 7		0.	137,916.	115,164.	
14	Land, buildings, and equipment basis						
	Less accumulated depreciation						
15	Other assets (describe )						
16	<b>Total assets (to be completed by all filers)</b>			<b>2,012,332.</b>	<b>1,915,313.</b>	<b>2,031,677.</b>	
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					
	22	Other liabilities (describe )					
23	<b>Total liabilities (add lines 17 through 22)</b>			<b>0.</b>	<b>0.</b>		
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 checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds			0.	0.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			2,012,332.	1,915,313.		
30	<b>Total net assets or fund balances</b>			<b>2,012,332.</b>	<b>1,915,313.</b>		
31	<b>Total liabilities and net assets/fund balances</b>			<b>2,012,332.</b>	<b>1,915,313.</b>		

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	2,012,332.
2	Enter amount from Part I, line 27a	2	<97,018.>
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	1,915,314.
5	Decreases not included in line 2 (itemize) <b>ROUNDING</b>	5	1.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>1,915,313.</b>

**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	P	VARIOUS	VARIOUS
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 205,544.		256,823.	<51,279.>
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a			<51,279.>
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	<51,279.>
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) If (loss), enter -0- in Part I, line 8	}	3	N/A

**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 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	14,489.	1,926,857.	.007519
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2	.007519
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	.007519
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,879,048.
5 Multiply line 4 by line 3	5	14,129.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	311.
7 Add lines 5 and 6	7	14,440.
8 Enter qualifying distributions from Part XII, line 4 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	8	35,455.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	311.
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	311.
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	311.
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	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
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	311.
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 <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

**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 instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ BESSEMER TRUST Telephone no ▶ 212-708-9216 Located at ▶ 630 FIFTH AVENUE, NEW YORK, NY ZIP+4 ▶ 10111			
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	
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 ▶		
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 instructions ) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  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)?  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 instructions)?  Yes  No  
 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  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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?  Yes  No  
 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?  Yes  No

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

**1** List all officers, directors, trustees, foundation managers and their compensation.

(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
ARTHUR J REMILLARD III C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE 1.00	0.	0.	0.
DEBRA REMILLARD C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE 1.00	0.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). 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. 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

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 instructions	
3	
Total. Add lines 1 through 3	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,523,389.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	384,274.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	1,907,663.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,907,663.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	28,615.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,879,048.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	93,952.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	93,952.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	311.
<b>b</b>	Income tax for 2009 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	311.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	93,641.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	93,641.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	93,641.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	35,455.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	35,455.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	311.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	35,144.

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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				93,641.
2 Undistributed Income, if any, as of the end of 2009				
a Enter amount for 2008 only			32,116.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 35,455.				
a Applied to 2008, but not more than line 2a			32,116.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount	0.			3,339.
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) )				0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				90,302.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶  
**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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 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) )

ARTHUR J REMILLARD III

**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 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  
 N/A

**b** The form in which applications should be submitted and information and materials they should include  
 N/A

**c** Any submission deadlines  
 N/A

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

**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><i>a Paid during the year</i>                      WORCESTER BOYS AND GIRLS CLUB                      65 TAINTER STREET                      WORCESTER, MA 01610</p>	NONE	PUBLIC CHARITY	GENERAL	6,000.
<p>HOME FOR OUR TROOPS                      6 MAIN STREET TAUNTON,                      MA 02780</p>	NONE	PUBLIC CHARITY	GENERAL	6,000.
<p>DISABLED AMERICAN VETERANS CHAR SVC                      3725 ALEXANDRIA PIKE                      COLD SPRING, KY 41076</p>	NONE	PUBLIC CHARITY	GENERAL	6,000.
<p>ST ROSE OF LIMA                      244 WEST MAIN STREET                      NORTHBOROUGH, MA 01532</p>	NONE	PUBLIC CHARITY	GENERAL	2,500.
<p>WARCESTER COUNTY FOOD BANK                      474 BOSTON TURNPIKE                      SHREWSBURY, MA 01545</p>	NONE	PUBLIC CHARITY	GENERAL	12,000.
<b>Total</b>				<b>32,500.</b>
<b>b</b> <i>Approved for future payment</i>				
NONE				
<b>Total</b>				<b>0.</b>

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or loss from sales, and Subtotal/Total.

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

Table with 2 columns: 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.

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...
a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets
b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' in column (c).

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A' in column (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 section containing: Signature of officer or trustee, Date 5/6/10, Title, Preparer's signature, Date 5/3/10, Check if self-employed, Preparer's identifying number, Firm's name (or yours if self-employed), address, and ZIP code: BESSEMER TRUST, 630 FIFTH AVENUE, 34TH FLOOR, NEW YORK, NY 10111-0333, Phone no 212-708-9100.

## Account Details

Report dated December 31, 2009  
 Amortized tax cost  
 Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
<b>JMM CHARITABLE FOUNDATION - IM</b>											
<b>CASH AND SHORT TERM</b>											
<b>CASH AVAILABLE</b>											
999994	PRINCIPAL CASH		0 000	\$0.00	\$0	\$0 000	\$0	0.0%	\$0	\$0	0.0%
999995	INCOME CASH		0.000	\$0.00	\$0	\$0 000	\$0	0.0%	\$0	\$0	0.0%
999996	NET CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0	0.0%
<b>Total CASH AVAILABLE</b>					<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>0.0%</b>	<b>\$0</b>	<b>\$0</b>	<b>0.0%</b>
<b>CASH EQUIVALENTS</b>											
999990	BESSEMER SWEEP PROGRAM		184,910 150	\$1.00	\$184,910	\$1 000	\$184,910	100.0%	\$0	\$277	0.15%
<b>Total CASH EQUIVALENTS</b>					<b>\$184,910</b>	<b>\$184,910</b>	<b>\$184,910</b>	<b>100.0%</b>	<b>\$0</b>	<b>\$277</b>	<b>0.15%</b>
<b>Total CASH AND SHORT TERM</b>					<b>\$184,910</b>	<b>\$184,910</b>	<b>\$184,910</b>	<b>100.0%</b>	<b>\$0</b>	<b>\$277</b>	<b>0.15%</b>
<b>FIXED INCOME</b>											
<b>US GOVT AND AGENCY BONDS</b>											
154572	FEDERAL HOME LOAN BANK	3 625% 06/08/2012	150,000 000	\$98.43	\$147,652	\$104.969	\$157,453	30.1%	\$9,801	\$5,437	3.45%
154556	FEDERAL HOME LOAN BANK	4 250% 06/14/2013	200,000 000	\$99.90	\$199,804	\$107.000	\$214,000	40.9%	\$14,196	\$8,500	3.97%
110218	US TREASURY NOTES	4 625% 11/15/2016	140,000 000	\$105.52	\$147,727	\$108.195	\$151,473	29.0%	\$3,745	\$6,475	4.27%
<b>Total US GOVT AND AGENCY BONDS</b>					<b>\$495,183</b>	<b>\$522,926</b>	<b>\$522,926</b>	<b>100.0%</b>	<b>\$27,742</b>	<b>\$20,412</b>	<b>3.90%</b>
<b>Total FIXED INCOME</b>					<b>\$495,183</b>	<b>\$522,926</b>	<b>\$522,926</b>	<b>100.0%</b>	<b>\$27,742</b>	<b>\$20,412</b>	<b>3.90%</b>
<b>U.S. LARGE CAP</b>											
<b>INFORMATION TECHNOLOGY</b>											
817150	CISCO SYSTEMS INC	17275R102	825 000	\$23.28	\$19,209	\$23.939	\$19,750	4.2%	\$541	\$0	0.00%
821020	CORNING INC	219350105	650 000	\$15.88	\$10,325	\$19.309	\$12,551	2.7%	\$2,226	\$130	1.04%
825987	EMC CORP	268648102	825,000	\$12.84	\$10,595	\$17.469	\$14,412	3.1%	\$3,817	\$0	0.00%
836142	GOOGLE INC	38259P508	25 000	\$421.68	\$10,542	\$619.960	\$15,499	3.3%	\$4,956	\$0	0.00%
851360	MICROSOFT CORP	594918104	500 000	\$27.60	\$13,799	\$30.480	\$15,240	3.3%	\$1,440	\$260	1.71%
863118	PAYCHEX INC	704326107	450,000	\$29.80	\$13,410	\$30.640	\$13,788	3.0%	\$377	\$58	4.05%
<b>Total INFORMATION TECHNOLOGY</b>					<b>\$77,880</b>	<b>\$91,240</b>	<b>\$91,240</b>	<b>19.6%</b>	<b>\$13,357</b>	<b>\$948</b>	<b>1.04%</b>

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 Amortized tax cost  
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<b>JMM CHARITABLE FOUNDATION - IM</b>											
<b>U.S. LARGE CAP</b>											
<b>INDUSTRIALS</b>											
829361	FEDEX CORP	31428X106	125 000	\$80 92	\$10,115	\$83 448	\$10,431	2 2%	\$315	\$55 0 53%	
841546	ILLINOIS TOOL WORKS INC	452308109	300,000	\$32.24	\$9,673	\$47 990	\$14,397	3 1%	\$4,723	\$372 2.58%	
881939	UNITED PARCEL SERVICE CL B	911312106	155,000	\$53 60	\$8,308	\$57,368	\$8,892	1 9%	\$584	\$279 3.14%	
882670	UNION PACIFIC CORP	907818108	150 000	\$54 11	\$8,116	\$63 900	\$9,585	2 1%	\$1,468	\$162 1 69%	
901201	TYCO INTL LTD NEW	H89128104	400 000	\$35.26	\$14,103	\$35 680	\$14,272	3 1%	\$168	\$320 2 24%	
902026	INGERSOLL-RAND PUBLIC LTD	G47791101	400 000	\$36 08	\$14,433	\$35 740	\$14,296	3 1%	(\$137)	\$112 0 78%	
<b>Total INDUSTRIALS</b>									<b>\$71,873</b>	<b>\$7,121</b>	<b>\$1,300 1.81%</b>
<b>HEALTH CARE</b>											
815323	CELGENE CORP	151020104	285 000	\$57 90	\$16,502	\$55 677	\$15,868	3 4%	(\$634)	\$0 0 00%	
843800	JOHNSON & JOHNSON	478160104	150 000	\$67 44	\$10,116	\$64 407	\$9,661	2 1%	(\$455)	\$294 3 04%	
864075	PFIZER INC	717081103	725 000	\$17 27	\$12,523	\$18 189	\$13,187	2 8%	\$664	\$522 3 96%	
880100	THERMO FISHER SCIENTIFIC	883556102	200,000	\$44 40	\$8,880	\$47 690	\$9,538	2 1%	\$657	\$0 0 00%	
958901	TEVA PHARM INDS LTD ADR	881624209	255 000	\$47 11	\$12,014	\$56 176	\$14,325	3 1%	\$2,311	\$122 0 85%	
<b>Total HEALTH CARE</b>									<b>\$62,579</b>	<b>\$2,543</b>	<b>\$938 1.50%</b>
<b>FINANCIALS</b>											
803330	AMERICAN EXPRESS	025816109	405 000	\$36 43	\$14,756	\$40 519	\$16,410	3 5%	\$1,654	\$291 1 77%	
843894	JPMORGAN CHASE & CO	46625H100	375 000	\$42.89	\$16,082	\$41 669	\$15,626	3 4%	(\$456)	\$75 0 48%	
854169	MORGAN STANLEY GRP INC	617446448	525 000	\$30 07	\$15,786	\$29 600	\$15,540	3 3%	(\$246)	\$105 0 68%	
878279	T ROWE PRICE GROUP INC	74144T108	250 000	\$41 86	\$10,464	\$53 248	\$13,312	2 9%	\$2,847	\$250 1 88%	
<b>Total FINANCIALS</b>									<b>\$57,088</b>	<b>\$3,799</b>	<b>\$721 1.18%</b>
<b>CONSUMER STAPLES</b>											
866630	PROCTER & GAMBLE CO	742718109	320 000	\$62 82	\$20,102	\$60 628	\$19,401	4 2%	(\$701)	\$563 2 90%	
886463	WAL-MART STORES INC	931142103	270,000	\$54 40	\$14,689	\$53 448	\$14,431	3 1%	(\$256)	\$294 2 04%	
<b>Total CONSUMER STAPLES</b>									<b>\$33,832</b>	<b>(\$959)</b>	<b>\$857 2.53%</b>
<b>MATERIALS</b>											

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Trade date basis

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<b>JMM CHARITABLE FOUNDATION - IM</b>										
<b>U.S. LARGE CAP</b>										
<b>MATERIALS</b>										
824450	DOW CHEMICAL	260543103	500 000	\$26 59	\$27 630	\$13,815	3 0%	\$519	\$300	2 17%
842900	INTERNATIONAL PAPER	460146103	750 000	\$20.51	\$26 780	\$20,085	4 3%	\$4,703	\$75	0 37%
<b>Total MATERIALS</b>					<b>\$28,676</b>	<b>\$33,900</b>	<b>7.3%</b>	<b>\$5,222</b>	<b>\$375</b>	<b>1.11%</b>
<b>CONSUMER DISCRETIONARY</b>										
823615	DISNEY (WALT) HOLDING CO	254687106	350 000	\$31 08	\$32 249	\$11,287	2 4%	\$409	\$122	1 08%
845207	KOHL'S CORP	500255104	225,000	\$36 99	\$53,929	\$12,134	2 6%	\$3,810	\$0	0 00%
847586	LOWES COS INC	548661107	600 000	\$21 76	\$23 390	\$14,034	3 0%	\$974	\$216	1 54%
876205	STAPLES INC	855030102	645 000	\$23 00	\$24 589	\$15,860	3 4%	\$1,022	\$212	1 34%
<b>Total CONSUMER DISCRETIONARY</b>					<b>\$47,098</b>	<b>\$53,315</b>	<b>11.5%</b>	<b>\$6,215</b>	<b>\$550</b>	<b>1.03%</b>
<b>ENERGY</b>										
806043	APACHE CORP	037411105	140 000	\$84 09	\$103 164	\$14,443	3 1%	\$2,671	\$84	0 58%
826663	EOG RES INC	26875P101	175 000	\$68 73	\$97,297	\$17,027	3 7%	\$4,999	\$101	0 59%
839788	HESS CORP	42809H107	240 000	\$54 81	\$60 500	\$14,520	3 1%	\$1,365	\$96	0 66%
967854	WEATHERFORD INTL LTD	H27013103	645 000	\$22 40	\$17 909	\$11,551	2 5%	(\$2,898)	\$0	0 00%
<b>Total ENERGY</b>					<b>\$51,404</b>	<b>\$57,541</b>	<b>12.4%</b>	<b>\$6,137</b>	<b>\$281</b>	<b>0.49%</b>
<b>Total U.S. LARGE CAP</b>					<b>\$421,720</b>	<b>\$465,168</b>	<b>100.0%</b>	<b>\$43,435</b>	<b>\$5,970</b>	<b>1.28%</b>
<b>NON-U.S. LARGE CAP</b>										
<b>NON-U.S. LARGE CAP FUNDS</b>										
943344	OLD WESTBURY NON-US LC FD	680414109	24,750 339	\$8 46	\$9 300	\$230,178	100.0%	\$20,678	\$3,242	1 41%
<b>Total NON-U.S. LARGE CAP FUNDS</b>					<b>\$209,500</b>	<b>\$230,178</b>	<b>100.0%</b>	<b>\$20,678</b>	<b>\$3,242</b>	<b>1.41%</b>
<b>Total NON-U.S. LARGE CAP</b>					<b>\$209,500</b>	<b>\$230,178</b>	<b>100.0%</b>	<b>\$20,678</b>	<b>\$3,242</b>	<b>1.41%</b>
<b>GLOBAL SMALL &amp; MID CAP</b>										
<b>GLOBAL SMALL &amp; MID CAP FUNDS</b>										
905637	OLD WEST GL SM & MD CAP FD	680414604	20,970 103	\$10 63	\$12 770	\$267,788	100 0%	\$44,953	\$2,180	0 81%

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<b>JMM CHARITABLE FOUNDATION - IM</b>											
<b>GLOBAL SMALL &amp; MID CAP</b>											
<b>GLOBAL SMALL &amp; MID CAP FUNDS</b>											
	Total GLOBAL SMALL & MID CAP FUNDS				\$222,834		\$267,788	100.0%	\$44,953	\$2,180	0.81%
	Total GLOBAL SMALL & MID CAP				\$222,834		\$267,788	100.0%	\$44,953	\$2,180	0.81%
<b>GLOBAL OPPORTUNITIES</b>											
<b>GLOBAL OPPORTUNITIES FUNDS</b>											
943328	OLD WESTBURY GL OPPTIES FD	680414802	34,730.336	\$7.00	\$243,250	\$7.070	\$245,543	100.0%	\$2,293	\$5,834	2.38%
	Total GLOBAL OPPORTUNITIES FUNDS				\$243,250		\$245,543	100.0%	\$2,293	\$5,834	2.38%
	Total GLOBAL OPPORTUNITIES				\$243,250		\$245,543	100.0%	\$2,293	\$5,834	2.38%
<b>REAL RETURN/COMMODITIES</b>											
<b>REAL RETURN FUNDS</b>											
860093	OLD WESTBURY REAL RETRN FD	680414703	11,679.965	\$11.81	\$137,916	\$9.860	\$115,164	100.0%	(\$22,751)	\$1,016	0.88%
	Total REAL RETURN FUNDS				\$137,916		\$115,164	100.0%	(\$22,751)	\$1,016	0.88%
	Total REAL RETURN/COMMODITIES				\$137,916		\$115,164	100.0%	(\$22,751)	\$1,016	0.88%
	Total				\$1,915,313		\$2,031,677		\$116,350	\$38,931	1.92%

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FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	5
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<u>DESCRIPTION</u>	<u>U.S. GOV'T</u>	<u>OTHER GOV'T</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
SEE ATTACHED	X		495,183.	522,926.
TOTAL U.S. GOVERNMENT OBLIGATIONS			495,183.	522,926.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			495,183.	522,926.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
SEE ATTACHED	1,097,304.	1,208,677.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,097,304.	1,208,677.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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<u>DESCRIPTION</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
SEE ATTACHED	COST	137,916.	115,164.
TOTAL TO FORM 990-PF, PART II, LINE 13		137,916.	115,164.

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