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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

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 06/01, 2009, and ending 05/31, 2010

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 THE ALICE PACK MELLY AND L. THOMAS MELLY FOUNDATION		A Employer identification number 23-7059703
	Number and street (or P O box number if mail is not delivered to street address) C/O BCRS ASSOCIATES, LLC 100 WALL STREET, 11TH FLOOR	Room/suite	B Telephone number (see page 10 of the instructions) (212) 440-0800
	City or town, state, and ZIP code NEW YORK, NY 10005		C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
	H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,743,964.		J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule) ☐ If the foundation is not required to attach Sch. B.		0.			
2 Check ☐					
3 Interest on savings and temporary cash investments		2.	2.	0.	ATCH 1
4 Dividends and interest from securities		70,793.	70,793.	0.	ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-187,251.			
b Gross sales price for all assets on line 6a 224,951.					
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		-24,252.	-1,418.	0.	ATCH 3
12 Total. Add lines 1 through 11		-140,708.	69,377.	0.	
13 Compensation of officers, directors, trustees, etc.		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)		8,700.	4,350.	0.	4,350.
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see page 14 of the instructions) *		1,750.	0.	0.	0.
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		10,540.	9,563.	0.	375.
24 Total operating and administrative expenses. Add lines 13 through 23		20,990.	13,913.	0.	4,725.
25 Contributions, gifts, grants paid		370,667.			370,667.
26 Total expenses and disbursements. Add lines 24 and 25		391,657.	13,913.	0.	375,392.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-532,365.			
b Net investment income (if negative, enter -0-)			55,464.		
c Adjusted net income (if negative, enter -0-)				-00.	

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

JSA ** ATCH 5

Form 990-PF (2009)

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PAGE 3

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	151,385.	89,118.	89,118.
	2 Savings and temporary cash investments	123,953.	24,699.	24,699.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) <u>ATCH 7</u>	1,720,862.	1,650,278.	3,375,456.
	c Investments - corporate bonds (attach schedule)			
	Liabilities	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 ▶ <u>ATCH 8</u>)		1,324,526.	1,024,265.	1,254,691.
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		3,320,726.	2,788,360.	4,743,964.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	3,320,726.	2,788,360.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances (see page 17 of the instructions)	3,320,726.	2,788,360.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,320,726.	2,788,360.	

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	3,320,726.
2 Enter amount from Part I, line 27a	2	-532,365.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,788,361.
5 Decreases not included in line 2 (itemize) ▶ <u>ATTACHMENT 9</u>	5	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,788,360.

Form 990-PF (2009)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) 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					
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		-187,251.
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			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		0.

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	214,736.	4,506,239.	0.047653
2007	289,610.	6,884,384.	0.042068
2006	790,879.	6,976,280.	0.113367
2005	200,900.	6,969,315.	0.028826
2004	523,615.	7,229,181.	0.072431
2 Total of line 1, column (d)			2 0.304345
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.060869
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 4,610,220.
5 Multiply line 4 by line 3			5 280,619.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 555.
7 Add lines 5 and 6			7 281,174.
8 Enter qualifying distributions from Part XII, line 4			8 375,392.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)		1	555.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	555.
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	555.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 1,584.		
b Exempt foreign organizations-tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 500.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	2,084.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	1,529.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☒ 1,529. Refunded ☐		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☒ CT, NY,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2009)

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		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 BCRS ASSOCIATES, LLC Telephone no 212-440-0800 Located at 100 WALL STREET, 11TH FLOOR, NEW YORK, NY ZIP + 4 10005			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			

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

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

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

Form 990-PF (2009)

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

- 5a During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b** **N/A**
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** **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** **N/A**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 10		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N/A		0.	0.	0.

Total number of other employees paid over \$50,000 **▶**

Form 990-PF (2009)

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	NONE	0.

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE SERVICE.	0.
2 N/A	0.
3 N/A	0.
4 N/A	0.

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

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

	Amount
1 N/A	0.
2 N/A	0.
All other program-related investments See page 24 of the instructions	
3 N/A	0.
Total. Add lines 1 through 3	0.

Form 990-PF (2009)

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	3,279,719.
b	Average of monthly cash balances	1b	215,680.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	1,185,027.
d	Total (add lines 1a, b, and c)	1d	4,680,426.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,680,426.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	70,206.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,610,220.
6	Minimum investment return. Enter 5% of line 5	6	230,511.

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	230,511.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	555.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	555.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	229,956.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	229,956.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	229,956.

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	375,392.
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	375,392.
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	555.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	374,837.

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				229,956.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20 20 20		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004	84,315.			
b From 2005	0.			
c From 2006	445,017.			
d From 2007	0.			
e From 2008	0.			
f Total of lines 3a through e	529,332.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	375,392.			
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				229,956.
e Remaining amount distributed out of corpus	145,436.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	674,768.			
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)	84,315.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	590,453.			
10 Analysis of line 9				
a Excess from 2005	0.			
b Excess from 2006	445,017.			
c Excess from 2007	0.			
d Excess from 2008	0.			
e Excess from 2009	145,436.			

Form 990-PF (2009)

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section

4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

ATTACHMENT 11

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

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE SCHEDULE ATTACHED				370,667.
Total			3a	370,667.
b Approved for future payment NONE				0.
Total			3b	0.

Form 990-PF (2009)

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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 <i>L. Thomas Melly</i>		Date <i>3/29/11</i>	
		Title TRUSTEE	

Paid Preparer's Use Only Sign Here	Preparer's signature <i>Will R. R. R.</i>	Date <i>3/28/11</i>	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00963994
	Firm's name (or yours if self-employed), address, and ZIP code BCRS ASSOCIATES, LLC 100 WALL STREET - 11TH FL NEW YORK, NY 10005			EIN 13-4078147 Phone no 212-440-0800

FORM 990-PF - PART IV**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEC. 1231 LOSS THRU K-1'S PROPERTY TYPE: SECURITIES				P	VARIOUS -38.	VARIOUS
102,117.		LTCG ON SALE OF KINDER MORGAN ENERGY PAR PROPERTY TYPE: SECURITIES 78,725.				P	VARIOUS 23,392.	VARIOUS
122,834.		LTC(L) - SEE STATEMENT ATTACHED PROPERTY TYPE: SECURITIES 273,832.				P	VARIOUS -150,998.	VARIOUS
		LTC(L) THRU K-1'S PROPERTY TYPE: SECURITIES				P	VARIOUS -42,247.	VARIOUS
		LTC(L) THRU K-1'S - UBTI PROPERTY TYPE: SECURITIES				P	VARIOUS -2,271.	VARIOUS
		STC(L) THRU K-1'S PROPERTY TYPE: SECURITIES				P	VARIOUS -14,578.	VARIOUS
		STC(L) THRU K-1'S - UBTI PROPERTY TYPE: SECURITIES				P	VARIOUS -511.	VARIOUS
TOTAL GAIN (LOSS)							<u>-187,251.</u>	

SUPPLEMENTARY STATEMENTS

PART: XV LINE: 2 SUPPLEMENTARY STATEMENTS

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE. THE TRUSTEES CHOOSE THSE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATION'S ACTIVITIES. NO CONTRIBUTIONS, GRANTS GIFTS LOANS OR SCHOLARSHIPS ARE MADE TO INDIVIDUALS. THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES.

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INTEREST ON CREDIT BALANCE	2.	2.	0.
TOTAL	<u>2.</u>	<u>2.</u>	<u>0.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
GS & CO. - DIVIDENDS	65,487.	65,487.	0.
DIVIDENDS THRU K-1'S	3,301.	3,301.	0.
INTEREST ON BDA	263.	263.	0.
INTEREST THRU K-1'S	1,742.	1,742.	0.
TOTAL	<u>70,793.</u>	<u>70,793.</u>	<u>0.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORDINARY INCOME THRU K-1'S	418.	418.	0.
ORDINARY INCOME THRU K-1'S - UBTI	-22,841.	0.	0.
SEC. 988 INCOME THRU K-1'S	-4,337.	-4,337.	0.
TAX EXEMPT INCOME THRU K-1'S	3.	0.	0.
SWAP GAIN/LOSS THRU K-1'S	588.	588.	0.
OTHER INCOME THRU K-1'S	1,913.	1,913.	0.
US TREASURY REFUND	4.	0.	0.
TOTALS	-24,252.	-1,418.	0.

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BCRS ASSOCIATES, LLC	8,700.	4,350.	0.	4,350.
TOTALS	<u>8,700.</u>	<u>4,350.</u>	<u>0.</u>	<u>4,350.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FED EXT 990PF - FYE 05/31/09	1,500.	0.	0.	0.
NYS CORP TAX EXTENSION CT-13 FYE 05/31/09	250.	0.	0.	0.
TOTALS	<u>1,750.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
SEC. 179 EXPENSE THROUGH PARTNERSHIPS	1.	1.	0.	0.
PORTFOLIO DEDUCTIONS - THROUGH PARTNERSHIPS	6,808.	6,808.	0.	0.
INTEREST EXPENSE - THROUGH PARTNERSHIPS	2,396.	2,396.	0.	0.
FOREIGN TAXES THRU PARTNERSHIP	355.	355.	0.	0.
NYS DEPT. OF LAW - FILING FEE	250.	0.	0.	250.
SECTION 59(E)2 EXPENDITURES THROUGH PARTNERSHIPS	3.	3.	0.	0.
SECTION 59(E)2 EXPENDITURES THROUGH PARTNERSHIPS - UBTI	487.	0.	0.	0.
PUBLICATION NOTICE FEE	125.	0.	0.	125.
NON-DEDUCTIBLE EXPENSES THROUGH PARTNERSHIPS	115.	0.	0.	0.
TOTALS	<u>10,540.</u>	<u>9,563.</u>	<u>0.</u>	<u>375.</u>

THE ALICE PACK MELLY AND L. THOMAS MELLY

23-7059703

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE SEC LONG POSITION ATTACHED	1,720,862.	1,650,278.	3,375,456.
TOTALS	<u>1,720,862.</u>	<u>1,650,278.</u>	<u>3,375,456.</u>

THE ALICE PACK MELLY AND L. THOMAS MELLY

23-7059703

FORM 990PE, PART II - OTHER ASSETS

ATTACHMENT 8

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
BRIDGE STREET FUND 1995 LP	7,620.		15.
THE TORREY INT'L FUND LP	632,764.	-12,577.	830.
GS MEZZANINE OFFSHORE III LP	167,728.	167,728.	165,547.
GS PRINCETON FD OFF SHORE LTD	426,384.	426,384.	591,849.
KINDER MORGAN ENERGY PRTNRS, LP (Fully Disp)	90,030.	0.	0.
ENERGY TRANSFER PARTNERS, LP	0.	186,525.	220,500.
NUSTAR ENERGY LP	0.	256,190.	275,950.
TOTALS	1,324,526.	1,024,265.	1,254,691.

ATTACHMENT 9FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

ROUNDING

1.

TOTAL

1.

THE ALICE PACK MELLY AND L. THOMAS MELLY

23-7059703

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
L. THOMAS MELLY C/O BCBS ASSOCIATES, LLC 100 WALL STREET, 11TH FLOOR NEW YORK, NY 10005	TRUSTEE/PARTTIME	0.	0.	0.
ALICE P. MELLY C/O BCBS ASSOCIATES, LLC 100 WALL STREET, 11TH FLOOR NEW YORK, NY 10005	TRUSTEE/PARTTIME	0.	0.	0.
THOMAS L. MELLY C/O BCBS ASSOCIATES, LLC 100 WALL STREET, 11TH FLOOR NEW YORK, NY 10005	TRUSTEE/PARTTIME	0.	0.	0.
LAURA A. MELLY C/O BCBS ASSOCIATES, LLC 100 WALL STREET, 11TH FLOOR NEW YORK, NY 10005	TRUSTEE/PARTTIME	0.	0.	0.
LEE SCOTT MELLY C/O BCBS ASSOCIATES, LLC 100 WALL STREET, 11TH FLOOR NEW YORK, NY 10005	TRUSTEE/PARTTIME	0.	0.	0.

THE ALICE PACK MELLY AND L. THOMAS MELLY

23-7059703

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

ATTACHMENT 10 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DAVID RANDOLPH MELLY C/O BCRS ASSOCIATES, LLC 100 WALL STREET, 11TH FLOOR NEW YORK, NY 10005	TRUSTEE/PARTTIME	0.	0.	0.
GRAND TOTALS		0.	0.	0.

THE ALICE PACK MELLY AND L. THOMAS MELLY

23-7059703

ATTACHMENT 11

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

L. THOMAS MELLY; C/O BCRS ASSOCIATES, LLC
100 WALL STREET, 11TH FLOOR, NEW YORK, NY 10005

THE ALICE PACK MELLY AND L. THOMAS MELLY

23-7059703

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
ORD INCOME THRU K-1'S					
SECTION 988 INCOME THRU K-1'S	523000	-22,841.	01	418.	
OTHER INCOME THRU K-1'S			01	-4,337.	
SWAP GAIN/LOSS THRU K-1'S			01	1,913.	
TAX EXEMPT INCOME THRU K-1'S			01	588.	
US TREASURY REFUND					3.
					4.
TOTALS		-22,841.		-1,418.	7.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0082

2009

Name of estate or trust **THE ALICE PACK MELLY AND L. THOMAS MELLY**
FOUNDATION

Employer identification number
23-7059703

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-15,089.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	5	-15,089.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-172,162.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	-172,162.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-15,089.
14	Net long-term gain or (loss):			
a	Total for year	14a		-172,162.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		-187,251.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet** necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	(3,000.)
a	The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31. ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2009

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust

Employer identification number

THE ALICE PACK MELLY AND L. THOMAS MELLY

23-7059703

[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	-15,089.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

THE ALICE PACK MELLY & L. THOMAS MELLY FOUNDATION
 CHARITABLE CONTRIBUTIONS
 FYE 5/31/10
 EIN: 23-7059703

DATE	CONTRIBUTION/CITY,STATE	AMOUNT
11/17/2009	THE DIAL HOPE FOUNDATION SARASOTA, FL	500.00
11/18/2009	ALL FAITHS FOOD BANK FOUNDATION SARASOTA, FL	100.00
11/24/2009	FAMILY CENTERS, INC GREENWICH, CT	10,000 00
11/24/2009	CATO INSTITUTE WASHINGTON, DC	500 00
11/25/2009	SARASOTA MEMORIAL HEALTHCARE FOUNDATION SARASOTA, FL	5,000.00
11/30/2009	ROCKEFELLER UNIVERSITY NEW YORK, NY	1,000 00
12/3/2009	GREENWICH LAND TRUST COS COB, CT	1,000.00
12/3/2009	AMERICAN MUSEUM OF NATURAL HISTORY NEW YORK, NY	500 00
12/7/2009	MIANUS RIVER GORGE PRESERVE BEDFORD, NY	500.00
12/9/2009	ROUND HILL COMMUNITY CHURCH INC GREENWICH, CT	1,000 00
12/11/2009	GREENWICH LIBRARY GREENWICH, CT	3,000.00
12/14/2009	ASSOCIATION FOR GOVERNING BOARDS WASHINGTON, DC	10,000 00
12/15/2009	PLANNED PARENTHOOD OF CONNECTICUT GREENWICH, CT	2,000 00
12/17/2009	LIBERATION PROGRAMS, INC NORWALK, CT	5,000.00
12/17/2009	CHATHAM HALL CHATHAM, VA	2,500.00
12/30/2009	JUDICIAL WATCH COLUMBIA, MD	750.00
1/4/2010	BAYSIDE COMMUNITY CHURCH INC TAMPA, FL	100 00

THE ALICE PACK MELLY & L. THOMAS MELLY FOUNDATION
 CHARITABLE CONTRIBUTIONS
 FYE 5/31/10
 EIN: 23-7059703

DATE	CONTRIBUTION/CITY,STATE	AMOUNT
1/20/2010	HERITAGE FOUNDATION CARBONDALE, CO	500.00
3/15/2010	MILL REEF FUND NEW YORK, NY	3,000.00
3/18/2010	THE METROPOLITAN MUSEUM OF ART NEW YORK, NY	4,000.00
3/19/2010	SMITH COLLEGE NORTHAMPTON, MA	5,000.00
3/24/2010	SALVATION ARMY SARASOTA, FL	500.00
4/8/2010	THE DIAL HOPE FOUNDATION SARASOTA, FL	10,000.00
4/13/2010	MOTE MARINE LABORATORY SARASOTA, FL	500.00
5/12/2010	HOBART COLLEGE GENEVA, NY	100,000.00
	THRU: NUSTAR ENERGY LP K-1	17.00
	*TOTAL CONTRIBUTIONS	<u>370,667.00</u>

** ALL CONTRIBUTIONS WERE MADE TO THE GENERAL PURPOSE
 FUND OF PUBLIC CHARITABLE ORGANIZATIONS THAT WERE
 CLASSIFIED UNDER SECTION 501 (c) (3) OF THE INTERNAL REVENUE
 CODE.*

Alice Pack Melly & L Thomas Melly Fdn
From 01-Jun-2009 To 31-May-2010

Base Currency USD

Realized Gains/Losses Description	Trade Date	Date Sold	Qty	Proceeds	Cost	Gain/Loss	Gain Type
AMERICAN INTL GROUP INC CMN	6-Oct-99	1-Jun-09	1,875	3,145.98	112,570.63	(109,424.65)	Long-Term
AMERICAN INTL GROUP INC CMN	24-Oct-97	1-Jun-09	1,625	2,726.51	60,529.44	(57,802.93)	Long-Term
GENERAL ELECTRIC CO CMN	23-Jul-96	21-Oct-09	7,500	116,961.71	100,731.92	16,229.79	Long-Term
TOTAL				<u>122,834.20</u>	<u>273,831.99</u>	<u>(150,997.79)</u>	TOTAL LONG TERM
							CAPITAL LOSSES



Statement Detail
ALICE PACK MELLY & L. THOMAS MELLY FDN
Holdings

Period Ended May 31, 2010

PUBLIC EQUITY

US EQUITY

US STOCKS

	Quantity	Market Price	Market Value	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
AMAZON COM INC CMN (AMZN)	2,000 00	125.4600	250,920.00	78.3586	156,717.20	94,202.80		
AMERICAN EXPRESS CO CMN (AXP)	3,900 00	39.8700	155,493.00	42.5886	166,095.53	(10,602.53)	1.8059	2,808.00
APPLE INC CMN (AAPL)	1,000 00	256.8800	256,880.00	158.7312	158,731.20	98,148.80		
BANK OF AMERICA CORP CMN (BAC)	7,012 00	15.7400	110,368.88	2.6781	76,557.37	33,811.51	0.2541	280.48
BERKSHIRE HATHAWAY INC CL-A (DELT) CLASS A (BRKA)	1 00	105,910.0000	105,910.00	5,991.6300	5,991.63	99,918.37		
BERKSHIRE HATHAWAY INC CLASS B (BRKB)	1,200 00	70.5500	84,660.00	3.5244	4,229.32	80,430.68		
CISCO SYSTEMS, INC CMN (CSCO)	18,000 00	23.1600	416,880.00	5.4583	98,250.00	318,630.00		
DIAMOND OFFSHORE DRILLING, INC CMN (DO)	1,000 00	63.1000	63,100.00	84.0236	84,023.60	(20,923.60)	0.7924	500.00
ESTEE LAUDER COS INC CL-A CMN CLASS A (EL)	5,000 00	58.2700	291,350.00	23.6287	118,143.54	173,206.46	0.9439	2,750.00
GENTEX CORP CMN (GNTX)	16,000 00	19.6800	314,880.00	4.4161	70,658.14	244,221.86	2.2358	7,040.00
INTEL CORPORATION CMN (INTC)	10,000 00	21.4200	214,200.00	3.9688	39,687.50	174,512.50	2.9412	6,300.00
MONSANTO COMPANY CMN (MON)	2,000 00	50.8700	101,740.00	94.9215	189,843.00	(88,103.00)	2.0837	2,120.00
PEPSICO INC CMN (PEP)	6,000 00	62.8900	377,340.00	31.5845	189,507.22	187,832.78	3.0529	11,520.00
PHILIP MORRIS INTL INC CMN (PM)	10,000 00	44.1200	441,200.00	9.7384	97,384.20	343,815.80	5.2584	23,200.00
QUALCOMM INC CMN (QCOM)	1,000 00	35.5600	35,560.00	43.8117	43,811.70	(8,251.70)	2.1372	760.00
UNITED TECHNOLOGIES CORP CMN (UTX)	2,300 00	67.3800	154,974.00	65.4985	150,646.55	4,327.45	2.5230	3,910.00

TOTAL US STOCKS

3,375,455.88 1,656,277.70 1,725,178.18 2,7072 61,188.48

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **►**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐ **►**

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization		Employer identification number
	THE ALICE PACK MELLY AND L. THOMAS MELLY FOUNDATION		23-7059703
	Number, street, and room or suite no. If a P.O. box, see instructions.		
	C/O BCRS ASSOCIATES, LLC 100 WALL STREET - 11 FLOOR		
City, town or post office, state, and ZIP code. For a foreign address, see instructions.			
NEW YORK, NY 10005			

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

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

- The books are in the care of ► BCRS ASSOCIATES, LLC

Telephone No. ► 212-440-0811

FAX No. ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐ **►**
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until JAN 15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☐ calendar year 20____ or
- ☒ tax year beginning JUNE 1, 2009, and ending MAY 31, 2010.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	2,084.00
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,584.00
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	500.00

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization THE ALICE PACK MELLY AND L. THOMAS MELLY FOUNDATION	Employer identification number 23-7059703
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BCRS ASSOCIATES, LLC 100 WALL STREET - 11TH FLOOR	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10005	

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

- | | | | |
|--------------------------------------|---|--------------------------------------|------------------------------------|
| ☐ Form 990 | ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 6069 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 4720 | ☐ Form 8870 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 5227 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of
- BCRS ASSOCIATES, LLC**

Telephone No. **212-440-0811**

FAX No. _____

- If the organization does not have an office or place of business in the United States, check this box
- ☐

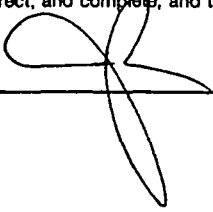
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **APRIL 15**, 20**2011**.
- 5 For calendar year _____, or other tax year beginning **JUNE 1**, 2009, and ending **MAY 31**, 2010.
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension **ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	2,084.00
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	2,084.00
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.00

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title **CPA**Date **1/13/2011**