



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



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

2009 1009

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 OCT 1, 2009, and ending SEP 30, 2010

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

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

Name of foundation: **ARCHANGEL MICHAEL FOUNDATION**

Room/suite: _____

Address: **C/O BESSEMER TRUST; 630 FIFTH AVENUE**

City or town, state, and ZIP code: **NEW YORK, NY 10111**

A Employer identification number: **95-7059949**

B Telephone number: **(212) 651-1048**

C If exemption application is pending, check here

D 1. Foreign organizations, check here
 2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

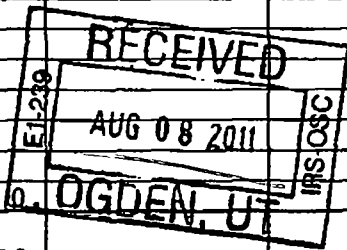
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 9,857,326.** (Part I, column (d) must be on cash basis.)

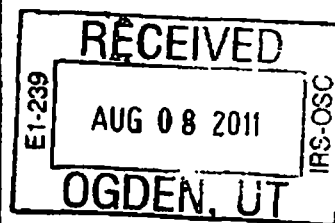
J Accounting method: Cash Accrual
 Other (specify) _____

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).)		(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		397,034.		N/A	
2 Check <input 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		317,009.	311,554.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<4,648.>			
b Gross sales price for all assets on line 6a		376,793.			
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		15,195.	0.		STATEMENT 2
12 Total. Add lines 1 through 11		724,590.	311,554.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		3,000.	0.		3,000.
c Other professional fees STMT 4		35,856.	35,856.		0.
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		120.	0.		120.
24 Total operating and administrative expenses. Add lines 13 through 23		38,976.	35,856.		3,120.
25 Contributions, gifts, grants paid		500,000.			500,000.
26 Total expenses and disbursements. Add lines 24 and 25		538,976.	35,856.		503,120.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		185,614.			
b Net investment income (if negative, enter -0-)			275,698.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED SEP 29 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	148.	148.	148.
	2 Savings and temporary cash investments	1,982,200.	1,300,083.	1,300,083.
	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 6	2,556,233.	2,507,282.	2,688,000.
	b Investments - corporate stock STMT 7	2,920,425.	3,917,459.	3,342,085.
	c Investments - corporate bonds STMT 8	2,043,249.	2,043,249.	2,334,875.
11 Investments - land, buildings, and equipment: basis				
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other STMT 9	86,556.	6,205.	28,295.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation				
15 Other assets (describe STATEMENT 10)	163,840.	163,840.	163,840.	
16 Total assets (to be completed by all filers)	9,752,651.	9,938,266.	9,857,326.	
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 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds and complete lines 27 through 31.	9,752,651.	9,938,266.	
	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	9,752,651.	9,938,266.		
31 Total liabilities and net assets/fund balances	9,752,651.	9,938,266.		



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	9,752,651.
2 Enter amount from Part I, line 27a	2	185,614.
3 Other increases not included in line 2 (itemize) TRUNCATING	3	1.
4 Add lines 1, 2, and 3	4	9,938,266.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,938,266.

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		
b OFFSHORE FUND	P		
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 302,991.		301,090.	1,901.
b 73,802.		80,351.	<6,549.>
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,901.
b			<6,549.>
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	<4,648.>
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	529,324.	9,482,708.	.055820
2007	489,995.	10,727,508.	.045676
2006	428,210.	10,711,902.	.039975
2005	378,085.	8,480,794.	.044581
2004	285,035.	7,439,953.	.038311

2 Total of line 1, column (d)	2	.224363
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	.044873
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	9,591,996.
5 Multiply line 4 by line 3	5	430,422.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,757.
7 Add lines 5 and 6	7	433,179.
8 Enter qualifying distributions from Part XII, line 4	8	503,120.

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.

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	2,757.
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	2,757.
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	2,757.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	6,324.
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	6,324.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,567.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 3,567. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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) 651-1048 Located at ▶ 630 FIFTH AVENUE, NEW YORK, NY ZIP+4 ▶ 10111-0100			
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	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 **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? Yes No **N/A**

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? 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 **N/A**

5b		
6b		X
7b		

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
MICHAEL HUFFINGTON C/O BESSEMER TRUST, 630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE 3.00	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 Yes No **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."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains '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.

Table with 2 columns: Description of activities, Expenses. Row 1 contains 'N/A'.

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.

Table with 2 columns: Description of investments, Amount. Row 1 contains 'N/A'.

Total. Add lines 1 through 3 0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	7,985,145.
b	Average of monthly cash balances	1b	1,560,787.
c	Fair market value of all other assets	1c	192,135.
d	Total (add lines 1a, b, and c)	1d	9,738,067.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,738,067.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	146,071.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,591,996.
6	Minimum investment return. Enter 5% of line 5	6	479,600.

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.)

1	Minimum investment return from Part X, line 6	1	479,600.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,757.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,757.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	476,843.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	476,843.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	476,843.

Part XII Qualifying Distributions (see 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	503,120.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	503,120.
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	5	2,757.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	500,363.

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				476,843.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			462,910.	
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: ▶ \$ 503,120.				
a Applied to 2008, but not more than line 2a			462,910.	
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				40,210.
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.			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				436,633.
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				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see 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).)

MICHAEL HUFFINGTON

- 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:
-
- 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	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> CULVER EDUCATIONAL FOUNDATION 1300 ACADEMY ROAD CULVER, IN 46511</p>	<p>N/A</p>	<p>PUBLIC CHARITY</p>	<p>ENDOWMENT FOR THE CONCERT SERIES</p>	<p>500,000.</p>
<p>Total ▶ 3a</p>				<p>500,000.</p>
<p><i>b Approved for future payment</i></p> <p>NONE</p>				
<p>Total ▶ 3b</p>				<p>0.</p>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities (14, 317,009), 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income (14, 15,195), 8 Gain or (loss) from sales of assets other than inventory (18, <4,648.>), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (0, 327,556, 0), 13 Total (13, 327,556).

(See worksheet in line 13 instructions to verify calculations.)

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

Table with 2 columns: Line No. (with a downward arrow), Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(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. 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.

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?
b If "Yes," complete the following schedule.

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 of officer or trustee: Michael H. Hoff
Date: 7-27-11
Title:
Preparer's Signature: Kevin M. Boring
Date: 7-14-11
Check if self-employed:
Preparer's identifying number: 000369984
EIN:
Phone no.: 212-708-9100
Firm's name (or yours if self-employed): BESSEMER TRUST
address, and ZIP code: 630 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10111-0333

CIS IMAGE DO NOT CORRESPOND FOR SIGNATURE

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No. 1545-0047

2009

Name of the organization

Employer identification number

ARCHANGEL MICHAEL FOUNDATION

95-7059949

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization ARCHANGEL MICHAEL FOUNDATION	Employer identification number 95-7059949
---	---

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MICHAEL HUFFINGTON C/O BESSEMER TRUST 630 FIFTH AVENUE NEW YORK, NY 10111	\$ 397,034.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	_____ _____ _____	\$ _____	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

ARCHANGEL MICHAEL FOUNDATION

95-7059949

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	68,810 SHARES OF COMBIMATRIX	\$ 397,034.	03/12/10

Name of organization

Employer identification number

ARCHANGEL MICHAEL FOUNDATION

95-7059949

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST	317,009.	0.	317,009.
TOTAL TO FM 990-PF, PART I, LN 4	317,009.	0.	317,009.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
REFUND	15,195.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	15,195.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL SERVICES FEE	3,000.	0.		3,000.
TO FORM 990-PF, PG 1, LN 16B	3,000.	0.		3,000.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICES FEE	35,856.	35,856.		0.
TO FORM 990-PF, PG 1, LN 16C	35,856.	35,856.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS PUBLISHING	120.	0.		120.
TO FORM 990-PF, PG 1, LN 23	120.	0.		120.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	X		2,507,282.	2,688,000.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,507,282.	2,688,000.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,507,282.	2,688,000.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	3,917,459.	3,342,085.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,917,459.	3,342,085.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	2,043,249.	2,334,875.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,043,249.	2,334,875.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BLACKSTONE DISTRESSED SECURITITES OFFSHORE	COST	6,205.	28,295.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,205.	28,295.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
20% THE LITTLE DANCER - SCULPTURE	163,840.	163,840.	163,840.
TO FORM 990-PF, PART II, LINE 15	163,840.	163,840.	163,840.



Report dated September 30, 2010

Account Details

Amortized tax cost
Settle date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Market value Cost per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
ARCHANGEL MICHAEL FOUNDATION IM										
CASH AND SHORT TERM										
CASH AVAILABLE										
999994	PRINCIPAL CASH		40.590	\$0.00	\$40	\$0.000	\$40	0.0%	\$0	\$0 0.00%
999995	INCOME CASH		4.300	\$0.00	\$4	\$0.000	\$4	0.0%	\$0	\$0 0.00%
999996	NET CASH		0.000	\$0.00	\$0	\$0.000	\$0	0.0%	\$0	\$0 0.00%
Total CASH AVAILABLE					\$44	\$44	0.0%	\$0	\$0	\$0 0.00%
CASH EQUIVALENTS										
990105	SEI GOVT II FUND #33	783965304	269,300,000	\$1.00	\$269,300	\$1,000	\$269,300	100.0%	\$0	\$26 0.01%
Total CASH EQUIVALENTS					\$269,300	\$269,300	100.0%	\$0	\$26	\$26 0.01%
Total CASH AND SHORT TERM					\$269,344	\$269,344	100.0%	\$0	\$26	\$26 0.01%
FIXED INCOME										
US GOVT AND AGENCY BONDS										
153985	FEDERAL HOME LOAN BANK	5.250% 06/10/2011	3133XFJY3	\$99.41	\$362,861	\$103,281	\$376,975	7.5%	\$14,114	\$19,162 5.08%
152112	PRIVATE EXPT FND	4.900% 12/15/2011	742651DC3	\$100.51	\$804,056	\$105,438	\$843,504	18.8%	\$39,448	\$39,200 4.65%
101591	US TREASURY NOTES	03/31/2016	912828KT6	\$102.78	\$246,884	\$104,852	\$251,644	5.0%	\$0	\$5,700 2.27%
110218	US TREASURY NOTES	4.825% 11/15/2016	912828FY1	\$102.12	\$454,456	\$117,484	\$522,803	10.4%	\$68,347	\$20,581 3.94%
111665	TSY INFLATION INDEX BOND	1.625% 01/15/2018	912828HN3	\$104.77	\$109,032	\$108,492	\$112,901	2.2%	\$3,866	\$1,691 1.50%
111667	TSY INFLATION INDEX BOND	1.750% 01/15/2028	912810PV4	\$98.85	\$102,870	\$105,992	\$110,299	2.2%	\$7,428	\$1,821 1.65%
152286	FED NATL MTG ASSN.# 257219	4.500% 04/01/2038	31371NVL6	\$95.16	\$76,191	\$104,311	\$83,522	1.7%	\$7,331	\$3,603 4.31%
152280	FED HM LN MTG CP # A77390	4.500% 05/01/2038	3128LBF78	\$95.16	\$66,509	\$104,172	\$96,895	1.9%	\$8,389	\$4,165 4.32%
152291	GOVT NATL MTG ASN.# 675370	4.500% 05/15/2038	36285NJP3	\$96.00	\$82,311	\$105,468	\$90,426	1.8%	\$8,118	\$3,858 4.27%
101117	FANNIE MAEPOOL 963869	06/01/2038	31414EJN5	\$95.44	\$180,312	\$105,343	\$199,028	4.0%	\$18,716	\$9,446 4.75%
Total US GOVT AND AGENCY BONDS					\$2,507,282	\$2,688,000	\$2,688,000	53.5%	\$175,755	\$109,247 4.06%
CORPORATE BONDS										
278402	GENERAL ELEC CAP CORP	5.250% 10/19/2012	36962G3K8	\$104.56	\$5,228	\$107,660	\$5,383	0.1%	\$154	\$262 4.87%
270591	JOHNSON & JOHNSON	5.550% 08/15/2017	478160AQ7	\$106.58	\$266,450	\$120,631	\$301,577	6.0%	\$35,127	\$13,875 4.60%



Report dated September 30, 2010

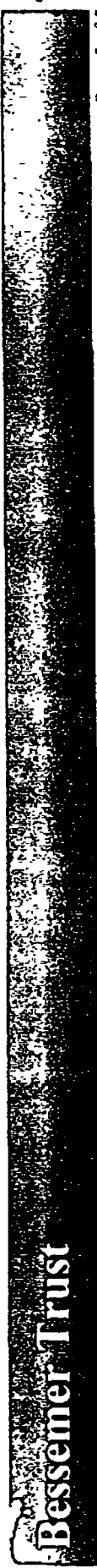
Account Details

Amortized tax cost
Settle date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Market value Cost per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
FIXED INCOME										
CORPORATE BONDS										
278134	IBM CORP 5.700% 09/14/2017	459200GJ4	250,000,000	\$103.80	\$119.449	\$298,822	5.9%	\$39,132	\$14,250	4.77%
270593	COCA-COLA CO 5.350% 11/15/2017	191216AK6	250,000,000	\$103.31	\$117.722	\$294,305	5.9%	\$36,040	\$13,375	4.54%
278424	GENERAL ELECTRIC CO 5.250% 12/09/2017	3696048C6	100,000,000	\$100.20	\$112.550	\$112,550	2.2%	\$12,349	\$5,250	4.66%
270161	ANHEUSER-BUSCH COS INC 5.500% 01/15/2018	035229DD2	350,000,000	\$102.31	\$113.500	\$397,250	7.9%	\$39,160	\$19,250	4.85%
287081	WAL-MART STORES INC 5.800% 02/15/2018	931142CJ0	400,000,000	\$104.53	\$120.299	\$481,196	9.6%	\$63,089	\$23,200	4.82%
270592	GENERAL ELEC CAP CORP 5.825% 05/01/2018	36982G3U6	400,000,000	\$94.35	\$110.998	\$443,982	8.8%	\$66,573	\$22,500	5.07%
Total CORPORATE BONDS				\$2,043,249		\$2,334,875	46.5%	\$281,624	\$111,982	4.80%
Total FIXED INCOME				\$4,550,531		\$5,022,875	100.0%	\$487,379	\$221,209	4.40%
NON-U.S. LARGE CAP										
NON-U.S. LARGE CAP FUNDS										
943344	OLD WESTBURY NON-US LC FD	680414109	31,023,785	\$9.87	\$9.760	\$302,792	100.0%	\$0	\$4,064	1.34%
Total NON-U.S. LARGE CAP FUNDS				\$300,000		\$302,792	100.0%	\$0	\$4,064	1.34%
Total NON-U.S. LARGE CAP				\$300,000		\$302,792	100.0%	\$0	\$4,064	1.34%
GLOBAL SMALL & MID CAP										
GLOBAL SMALL & MID CAP FUNDS										
905637	OLD WEST GL SM & MD CAP FD	680414604	21,834,061	\$13.74	\$14.240	\$310,917	100.0%	\$0	\$2,270	0.73%
Total GLOBAL SMALL & MID CAP FUNDS				\$300,000		\$310,917	100.0%	\$0	\$2,270	0.73%
Total GLOBAL SMALL & MID CAP				\$300,000		\$310,917	100.0%	\$0	\$2,270	0.73%
GLOBAL OPPORTUNITIES										
GLOBAL OPPORTUNITIES FUNDS										
943328	OLD WESTBURY GL OPPTIES FO	680414802	159,932,660	\$5.94	\$7.820	\$1,250,673	100.0%	\$300,673	\$41,902	3.35%
Total GLOBAL OPPORTUNITIES FUNDS				\$950,000		\$1,250,673	100.0%	\$300,673	\$41,902	3.35%
Total GLOBAL OPPORTUNITIES				\$950,000		\$1,250,673	100.0%	\$300,673	\$41,902	3.35%
REAL RETURN/COMMODITIES										

Report run on Oct 5, 2010 by Administrator
Version GP8.4 1.0

Market prices are updated nightly and therefore will not reflect pricing changes made intraday.
As a result there may be instances where market price information may differ from other
Bessemer reporting systems that utilize finalized market prices.



Report dated September 30, 2010

Account Details

Amortized tax cost
Settle date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Market value Cost per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
860093	OLD WESTBURY REAL RETRN FD	660414703	71,601.361	\$11.49	\$9.780	\$700,261	100.0%	(\$122,118)	\$6,229	0.89%
REAL RETURN FUNDS										
Total REAL RETURN FUNDS				\$822,379	\$822,379	\$700,261	100.0%	(\$122,118)	\$6,229	0.89%
REAL RETURN/COMMODITIES										
Total 8G5840				\$7,192,254	\$7,192,254	\$7,856,862		\$645,934	\$275,700	3.51%

15,283

Cash From Distressed Fund

Bessemer Trust

Page 3 of 3

Account Details

Report dated September 30, 2010

Amortized tax cost
Settle date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Market value Cost per share/unit	Market value	Percent of asset class	Unrealized gain(loss)	Estimated annual income	Current yield
ARCHANGEL MICHAEL FOUNDATION CUS										
CASH AND SHORT TERM										
CASH AVAILABLE										
999994	PRINCIPAL CASH		69,820	\$0.00	\$69	\$0,000	69	0.0%	\$0	0.00%
999995	INCOME CASH		35,480	\$0.00	\$35	\$0,000	35	0.0%	\$0	0.00%
999996	NET CASH		0,000	\$0.00	\$0	\$0,000	0	0.0%	\$0	0.00%
Total CASH AVAILABLE					\$104	\$104	104	0.0%	\$0	0.00%
CASH EQUIVALENTS										
990105	SEI GOVT II FUND #33	783965304	1,015,500,000	\$1.00	\$1,015,500	\$1,000	\$1,015,500	100.0%	\$0	0.01%
Total CASH EQUIVALENTS					\$1,015,500	\$1,015,500	1,015,500	100.0%	\$0	0.01%
Total CASH AND SHORT TERM					\$1,015,604	\$1,015,604	1,015,604	100.0%	\$0	0.01%
FIXED INCOME										
STRAIGHT PREFERRED STOCKS										
700019	MFA MTG 8.5% SERIES A PFD	55272X201	4,000,000	\$23.33	\$93,320	\$25,605	\$102,420	100.0%	\$9,100	8.30%
Total STRAIGHT PREFERRED STOCKS					\$93,320	\$93,320	\$102,420	100.0%	\$9,100	8.30%
Total FIXED INCOME					\$93,320	\$102,420	100.0%	\$9,100	\$8,500	8.30%
U.S. LARGE CAP										
HEALTH CARE										
819085	COMBIMATRIX CORP	20009T105	168,810,000	\$3.93	1,228,821	\$2,250	\$379,822	56.3%	(\$283,552)	0.00%
Total HEALTH CARE					1,228,821	\$2,250	\$379,822	56.3%	(\$283,552)	0.00%
FINANCIALS										
802231	ANWORTH MORTGAGE ASSET COR	037347101	20,000,000	\$5.43	\$108,531	\$7,130	\$142,600	21.1%	\$34,068	14.03%
854451	MFA MTG INVTS INC COM	55272X102	20,000,000	\$5.72	\$114,408	\$7,630	\$152,600	22.6%	\$38,191	9.95%
Total FINANCIALS					\$222,939	\$222,939	\$295,200	43.7%	\$72,259	11.92%
Total U.S. LARGE CAP					\$886,313	\$886,313	\$675,022	100.0%	(\$211,293)	5.21%
Total 8H3531					\$2,560,684	\$1,793,046	\$1,793,046		(\$202,193)	2.44%

Market prices are updated nightly and therefore will not reflect pricing changes made intraday. As a result there may be instances where market price information may differ from other reporting systems that utilize finalized market prices.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**
- 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 your return. See instructions	Name of exempt organization ARCHANGEL MICHAEL FOUNDATION	Employer identification number 95-7059949
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BESSEMER TRUST; 630 FIFTH AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10111	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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 **BESSEMER TRUST - 630 FIFTH AVENUE - NEW YORK, NY 10111-0100**
Telephone No. **(212) 651-1048** 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 **AUGUST 15, 2011**
- 5 For calendar year _____, or other tax year beginning **OCT 1, 2009**, and ending **SEP 30, 2010**
- 6 If the tax year entered in line 5 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
ADDITIONAL INFORMATION IS REQUIRED IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

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	\$	2,909.
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	\$	6,324.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

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 _____ Date _____