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Form **990-PF**

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

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning 06/01, 2010, and ending 05/31, 2011

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

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 97 WATER STREET, 9TH 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**

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) **\$ 5,612,928.**
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)	0.			
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	69,690.	69,690.	0.	ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	109,699.			
b Gross sales price for all assets on line 6a	656,657.			
7 Capital gain net income (from Part IV, line 2)		109,693.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	-27,147.	-112.	0.	ATCH 2
12 Total Add lines 1 through 11	152,242.	179,271.	0.	
13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14 Other employee salaries and wages	0.	0.	0.	0.
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	500.	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) ATCH 4	24,182.	23,679.	0.	375.
24 Total operating and administrative expenses. Add lines 13 through 23	24,682.	23,679.	0.	375.
25 Contributions, gifts, grants paid	384,651.			384,651.
26 Total expenses and disbursements. Add lines 24 and 25	409,333.	23,679.	0.	385,026.
27 Subtract line 26 from line 12	-257,091.			
a Excess of revenue over expenses and disbursements		155,592.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			0.	

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

JSA ** ATCH 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	89,118.	75,435.	75,435.
	2	Savings and temporary cash investments	24,699.	226,541.	226,541.
	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 15 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) ATCH 5	1,650,278.	1,424,404.	4,203,690.
	c	Investments - corporate bonds (attach schedule),			
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 6)	1,024,265.	804,886.	1,107,262.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,788,360.	2,531,266.	5,612,928.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		0.		
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	2,788,360.	2,531,266.	
	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 (see page 17 of the instructions)	2,788,360.	2,531,266.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,788,360.	2,531,266.		

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	2,788,360.
2	Enter amount from Part I, line 27a	2	-257,091.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,531,269.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 7	5	3.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,531,266.

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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) 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	(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)			2	109,699.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3		
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.					

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))
2009	374,837.	4,610,220.	0.081306
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
2 Total of line 1, column (d)			2 0.313220
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 0.062644
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 5,203,361.
5 Multiply line 4 by line 3			5 325,959.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,556.
7 Add lines 5 and 6			7 327,515.
8 Enter qualifying distributions from Part XII, line 4			8 385,026.

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		1	1,556.
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
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	1,556.
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	1,556.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,529.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	4,200.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7		5,729.
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		4,173.
11 Enter the amount of line 10 to be credited to 2011 estimated tax ☒ 4,173. 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)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
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?		X
If "Yes," attach the statement required by General Instruction T		
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 2010 or the taxable year beginning in 2010 (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

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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?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ BCRS ASSOCIATES, LLC Telephone no ☐ 212-440-0800			
	Located at ☐ 77 WATER STREET, 9TH 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			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐				

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 22 of the instructions)? ☐	1b	N/A
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 2010? ☐	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ 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 page 22 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 ☐		
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 2010 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 2010) ☐	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 2010? ☐	4b	X

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

5 a 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)? ☐ Yes ☒ No **5 b** *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

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

6 a 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 **6 b** *X*

If "Yes" to 6b, file Form 8870

7 a 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 **7 b** *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 8		-0-	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				NONE

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

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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	
3 N/A	
4 N/A	

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

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

	Amount
1 N/A	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.

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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	1	a 3,791,057.
b	Average of monthly cash balances		1b 127,066.
c	Fair market value of all other assets (see page 25 of the instructions)		1c 1,364,477.
d	Total (add lines 1a, b, and c)		1d 5,282,600.
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	5,282,600.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	79,239.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,203,361.
6	Minimum investment return. Enter 5% of line 5	6	260,168.

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	260,168.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,556.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,556.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	258,612.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	258,612.
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	258,612.

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	385,026.
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	385,026.
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	1,556.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	383,470.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				258,612.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010.				
a From 2005	0.			
b From 2006	445,017.			
c From 2007	0.			
d From 2008	0.			
e From 2009	145,436.			
f Total of lines 3a through e	590,453.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 385,026.				
a Applied to 2009, but not more than line 2a . . .			0.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				258,612.
e Remaining amount distributed out of corpus . . .	126,414.			
5 Excess distributions carryover applied to 2010 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	716,867.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				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)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	716,867.			
10 Analysis of line 9				
a Excess from 2006	445,017.			
b Excess from 2007	0.			
c Excess from 2008	0.			
d Excess from 2009	145,436.			
e Excess from 2010	126,414.			

Form 990-PF (2010)

4942(i)(5)

PAGE 12

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				384,651.
Total			▶ 3a	384,651.
b Approved for future payment				
Total			▶ 3b	

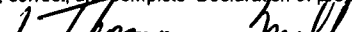
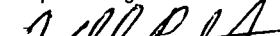
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

[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		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.				
	 Signature of officer or trustee		 Date	TRUSTEE Title	
Paid Preparer Use Only	Print/Type preparer's name WILLIAM RABETZ		Preparer's signature 		Date 1/13/11
	Check ☐ if self-employed				PTIN P00963994
	Firm's name ▶ BCRS ASSOCIATES, LLC				Firm's EIN ▶ 13-4078147
	Firm's address ▶ 77 WATER STREET, 9TH FLOOR NEW YORK, NY 10005				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)	
286,944.		SEE STATEMENT I ATTACHED PROPERTY TYPE: SECURITIES 350,424.				P	VAR -63,480.	VAR
300,000.		PARTIAL DISPOSITION: GS PRINCETON FD, LT PROPERTY TYPE: SECURITIES 196,519.				P	VAR 103,481.	04/01/2011
55,546.		GAINS THRU-GS MEZZ OFFSHORE III PROPERTY TYPE: SECURITIES				P	VAR 55,546.	VAR
2.		GAINS THRU ENERGY TRANSFER PTNRS (UBTI) PROPERTY TYPE: SECURITIES				P	VAR 2.	VAR
51.		GAINS THRU K-1S PROPERTY TYPE: SECURITIES				P	VAR 51.	VAR
		DISPOSITION: BSF 1995 PROPERTY TYPE: SECURITIES 15.				P	VAR -15.	VAR
14,110.		GAIN ON DISPOSITION OF TORREY INT'L FD. PROPERTY TYPE: SECURITIES				P	VAR 14,110.	VAR
4.		GAINS THRU ENERGY TRANSFER PTNRS (UBTI) PROPERTY TYPE: SECURITIES				P	VAR 4.	VAR
TOTAL GAIN(LOSS)							<u>109,699.</u>	

THE ALICE PACK MELLY & L. THOMAS MELLY FOUNDATION 23-7059703

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 - 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	68,945.	68,945.	0.
DIVIDENDS THRU K-1'S	331.	331.	0.
INTEREST ON BDA	97.	97.	0.
INTEREST THRU K-1'S	317.	317.	0.
TOTAL	<u>69,690.</u>	<u>69,690.</u>	<u>0.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
SEC. 1231 LOSS THRU K-1	-112.	-112.	0.
ORDINARY INCOME THRU K-1'S - UBTI	-27,035.	0.	0.
TOTALS	-27,147.	-112.	0.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FED EXT 990PF - FYE 05/31/10	500.	0.	0.	0.
TOTALS	500.	0.	0.	0.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
GS MEZZ III-MGMT FEES	23,679.	23,679.	0.	0.
NYS DEPT. OF LAW - FILING FEE	250.	0.	0.	250.
INCISIVE MEDIA	125.	0.	0.	125.
NON-DEDUCTIBLE EXPENSES	128.	0.	0.	0.
TOTALS	24,182.	23,679.	0.	375.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 5

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE SEC LONG POSITION ATTACHED	1,650,278.	1,424,404.	4,203,690.
TOTALS	<u>1,650,278.</u>	<u>1,424,404.</u>	<u>4,203,690.</u>

ATTACHMENT 6FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BRIDGE STREET FUND 1995 LP *	15.	0.	0.
THE TORREY INT'L FUND LP **	-12,577.	0.	0.
GS MEZZANINE OFFSHORE III LP	167,728.	143,814.	146,435.
GS PRINCETON FD OFF SHORE LTD	426,384.	229,865.	350,547.
ENERGY TRANSFER PARTNERS, LP	186,525.	177,005.	261,305.
NUSTAR ENERGY LP	256,190.	254,202.	348,975.
* DISPOSED 6/2010			
**DISPOSED 5/2011			
TOTALS	<u>1,024,265.</u>	<u>804,886.</u>	<u>1,107,262.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

ROUNDING

3.

TOTAL

3.

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

ATTACHMENT 8

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

L. THOMAS MELLY
C/O BCRS ASSOCIATES, LLC
77 WATER STREET, 9TH FLOOR
NEW YORK, NY 10005

TRUSTEE/PARTTIME

ALICE P. MELLY
C/O BCRS ASSOCIATES, LLC
77 WATER STREET, 9TH FLOOR
NEW YORK, NY 10005

TRUSTEE/PARTTIME

THOMAS L. MELLY
C/O BCRS ASSOCIATES, LLC
77 WATER STREET, 9TH FLOOR
NEW YORK, NY 10005

TRUSTEE/PARTTIME

LAURA A. MELLY
C/O BCRS ASSOCIATES, LLC
77 WATER STREET, 9TH FLOOR
NEW YORK, NY 10005

TRUSTEE/PARTTIME

LEE SCOTT MELLY
C/O BCRS ASSOCIATES, LLC
77 WATER STREET, 9TH FLOOR
NEW YORK, NY 10005

TRUSTEE/PARTTIME

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

ATTACHMENT 8 (CONT'D)

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

DAVID RANDOLPH MELLY
C/O BCBS ASSOCIATES, LLC
77 WATER STREET, 9TH FLOOR
NEW YORK, NY 10005

TRUSTEE/PARTTIME

GRAND TOTALS

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

L. THOMAS MELLY; C/O BCRS ASSOCIATES, LLC
77 WATER STREET, 9TH FLOOR, NEW YORK, NY 10005

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

ATTACHMENT 10

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME
		AMOUNT	CODE	
ORD INCOME THRU K-1'S	523000	-27,035.	01	-112.
SEC. 1231 LOSS THRU K-1'S				
TOTALS		<u>-27,035.</u>		<u>-112.</u>

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 1545-0092

2010

Name of estate or trust

THE ALICE PACK MELLY AND L. THOMAS MELLY

Employer identification number

FOUNDATION

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 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	2.
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 2009 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	2.

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 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	109,697.
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 2009 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	109,697.

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

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			2.
14 Net long-term gain or (loss):				
a Total for year	14a			109,697.
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			109,699.

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**, as 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	()
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 2010 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 2010 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) 2010

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2010

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

Employer identification number

THE ALICE PACK MELLY AND L. THOMAS MELLY

23-7059703

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

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 2.

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

Schedule D-1 (Form 1041) 2010

JSA
OF 1221 1 000

46351B 526W

V 10-8.2

16044000

PAGE 30

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	109,697.
--	----------

THE ALICE PACK MELLY & L. THOMAS MELLY FOUNDATION
 CHARITABLE CONTRIBUTIONS
 FYE 5/31/10
 EIN: 13-3385061

DATE	CONTRIBUTION/CITY,STATE	AMOUNT
6/8/2010	TRINITY COLLEGE HARTFORD, CT	19,500.00
6/8/2010	KENT SCHOOL KENT,CT	7,500.00
6/9/2010	DEERFIELD ACADEMY DEERFIELD, MA	1,000.00
6/14/2010	ROCKY MOUNTAIN INSTITUTE SNOWMASS, CO	12,000.00
6/22/2010	SOLAR ENERGY INTERNATIONAL CARBONDALE, CO	5,000.00
6/14/2010	NATIONAL OUTDOOR LEADERSHIP SCHOOL LANDER, WY	3,000.00
6/1/2010	ACADEMY OF CHEMICAL ENGINEERS UNIV OF MISSOURI ROLLA, MO	1,000.00
6/29/2010	FIRST PRESBYTERIAN CHURCH SARASOTA, FL	200.00
9/14/2010	THE HERITAGE FOUNDATION CARBONDALE, CO	1,000.00
9/22/2010	SAA-HOBART COLLEGE GENEVA, NY	500.00
9/21/2010	CATO INSTITUTE WASHINGTON, DC	500.00
9/27/2010	HOBART COLLEGE GENEVA, NY	50,000.00
9/30/2010	MOTE MARINE LABORATORY SARASOTA, FL	500.00
9/29/2010	THE METROPOLITAN MUSEUM OF ART NEW YORK, NY	1,000.00
10/18/2010	THE PATRICK HENRY CENTER FAIRFAX, VA	500.00
10/12/2010	THE HILL SCHOOL POTTSTOWN, PA	10,000.00
11/1/2010	MILL REEF FUND NEW YORK, NY	3,000.00

THE ALICE PACK MELLY & L. THOMAS MELLY FOUNDATION
 CHARITABLE CONTRIBUTIONS
 FYE 5/31/10
 EIN: 13-3385061

DATE	CONTRIBUTION/CITY,STATE	AMOUNT
11/23/2010	SOLDIER ANGELS PASADENA, CA	150 00
11/29/2010	GREENWICH LAND TRUST COS COB, CT	2,000 00
11/30/2010	GREENWICH COUNCIL BOY SCOUTS OF AMERICA GREENWICH, CT	500 00
12/1/2010	METROPOLITAN MUSEUM OF ART NEW YORK, NY	5,000 00
12/6/2010	SHELTER FOR THE HOMELESS STAMFORD, CT	5,000 00
12/2/2010	CHATHAM HALL CHATHAM, VA	3,000.00
12/14/2010	PLANNED PARENTHOOD OF CONNECTICUT GREENWICH, CT	2,000 00
12/6/2010	ROUND HILL COMMUNITY CHURCH GREENWICH, CT	1,000 00
12/2/2010	THE STANWICH SCHOOL GREENWICH, CT	750.00
12/6/2010	MIANUS RIVER GORGE PRESERVE BEDFORD, NY	500.00
12/7/2010	HILLSDALE COLLEGE HILLSDALE, MI	500.00
12/17/2010	SMITH COLLEGE NORTHAMPTON, MA	5,000 00
12/8/2010	WOODS HOLE OCEANOGRAPHIC INSTITUTION WOODS HOLE, MA	3,000.00
12/7/2010	FAMILY CENTER GREENWICH, CT	10,000 00
12/8/2010	SARASOTA MEMORIAL HEALTHCARE FOUNDATION SARASOTA, FL	5,000 00
12/10/2010	ALL FAITHS FOOD BANK SARASOTA, FL	100 00
12/17/2010	AMERICAN MUSEUM OF NATURAL HISTORY	500 00

THE ALICE PACK MELLY & L. THOMAS MELLY FOUNDATION
 CHARITABLE CONTRIBUTIONS
 FYE 5/31/10
 EIN: 13-3385061

DATE	CONTRIBUTION/CITY,STATE	AMOUNT
	NEW YORK, NY	
1/6/2011	FIRST PRESBYTERIAN CHURCH OF GREENWICH GREENWICH, CT	2,000 00
1/6/2011	ASSOCIATION FOR GOVERNING BOARDS WASHINGTON, DC	10,000 00
1/18/2011	JUDICIAL WATCH COLUMBIA, MD	750.00
3/29/2011	HERITAGE FOUNDATION CARBONDALE, CO	1,000 00
4/26/2011	HOBE SOUND COMMUNITY CHEST HOBE SOUND, FL	500 00
4/27/2011	THE DIAL HOPE FOUNDATION SARASOTA, FL	10,000 00
5/12/2010	HOBART COLLEGE GENEVA, NY	200,000 00
	THRU: NUSTAR ENERGY LP K-1	201 00
	*TOTAL CONTRIBUTIONS	<u>384,651.00</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*



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

Period Ended May 31, 2011

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
DEPOSITS & MONEY MARKET FUNDS								
DEPOSITS								
GOLDMAN SACHS BANK DEPOSIT (BDA) ¹⁴	226,540.58	1.0000	226,540.58	1.0000	226,540.58	0.00	0.1081	244.86

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
US STOCKS								
AMAZON.COM INC CMN (AMZN)	2,000.00	196.6900	393,380.00	78.3586	156,717.20	236,662.80		
AMERICAN EXPRESS CO. CMN (AXP)	3,900.00	51.6000	201,240.00	42.5886	166,095.53	35,144.47	1.3953	2,808.00
APPLE, INC. CMN (AAPL)	1,000.00	347.8300	347,830.00	158.7312	158,731.20	189,098.80		
BERKSHIRE HATHAWAY INC CL-A (DEU) CLASS A (BRKA)	1.00	118,775.0000	118,775.00	5,991.6300	5,991.63	112,783.37		
BERKSHIRE HATHAWAY INC. CLASS B (BRKB)	1,200.00	79.0700	94,884.00	3.5244	4,229.32	90,654.68		
CISCO SYSTEMS, INC. CMN (CSCO)	18,000.00	16.8000	302,400.00	5.4583	98,250.00	204,150.00	1.4286	4,320.00
E. I. DU PONT DE NEMOURS AND C CMN (DD)	2,500.00	53.3000	133,250.00	49.8202	124,550.50	8,699.50	3.0769	4,100.00
FSTFF LAUDER COS INC CL-A CMN CLASS A (F1)	5,000.00	102.5100	512,550.00	23.6287	118,143.54	394,406.46	0.7316	3,750.00
GENTEX CORP CMN (GNTX)	16,000.00	29.3500	469,600.00	4.4161	70,658.14	398,941.86	1.6354	7,680.00
INTEL CORPORATION CMN (INTC)	10,000.00	22.5100	225,100.00	3.9688	39,687.50	185,412.50	3.2199	7,248.00
PEPSICO INC CMN (PEP)	6,000.00	71.1200	426,720.00	31.5845	189,507.22	237,212.78	2.8965	12,360.00
PHILIP MORRIS INTL INC CMN (PM)	10,000.00	71.7500	717,500.00	9.7384	97,384.20	620,115.80	3.5679	25,600.00
QUALCOMM INC CMN (QCOM)	1,000.00	58.5500	58,590.00	43.8117	43,811.70	14,778.30	1.4678	860.00



Statement Detail

Alice Pack Melly & L. Thomas Melly FDN

Holdings (Continued)

Period Ended May 31, 2011

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
US STOCKS								
UNITED TECHNOLOGIES CORP CMN (UTX)	2,300.00	87.7700	201,871.00	65.4985	150,646.55	51,224.45	2.1875	4,416.00
TOTAL US STOCKS			4,203,690.00		1,424,404.23	2,779,285.77	2.2513	73,142.00

Alice Pack Melly & L. Thomas Melly Fdn
From 01-Jun-2010 To 31-May-2011

Base Currency :USD

Realized Gains/Losses
Description

BANK OF AMERICA CORP CMN
MONSANTO COMPANY CMN
MONSANTO COMPANY CMN
DIAMOND OFFSHORE DRILLING, INC CMN
TOTAL L-T

Trade Date	Date Sold / (Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)
29-Jul-96	29-Oct-10 7,012	\$80,045.62	\$76,557.37	\$3,488.25
29-Jul-08	27-Dec-10 1,000	\$66,615.37	\$114,431.00	(\$47,815.63)
21-Oct-09	27-Dec-10 1,000	\$66,615.37	\$75,412.00	(\$8,796.63)
3-Jun-09	18-Apr-11 1,000	\$73,668.08	\$84,023.60	(\$10,355.52)
		<u>\$286,944.44</u>	<u>\$350,423.97</u>	<u>(\$63,479.53)</u>

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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	ALICE PACK MELLY & 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; 77 WATER STREET - 9TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	NEW YORK, NY 10005	

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-T (corporation)	07
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

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

Telephone No ► 212-440-0811

FAX No. ► N/A

- 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until JANUARY 17, 20 12, 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, 20 10, and ending MAY 31, 20 11

2 If the tax year entered in line 1 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	\$	5,729.00
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.	3b	\$	1,529.00
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	4,200.00

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.