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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**

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 2010, or tax year beginning **10/01/10**, and ending **09/30/11**

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

Name of foundation: **MILLBROOK TRIBUTE GARDEN, INC.**

Number and street (or P O box number if mail is not delivered to street address): **P.O. BOX D**

City or town, state, and ZIP code: **MILLBROOK NY 12545**

A Employer identification number: **14-1340079**

B Telephone number (see page 10 of the instructions): **845-677-6823**

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:
 

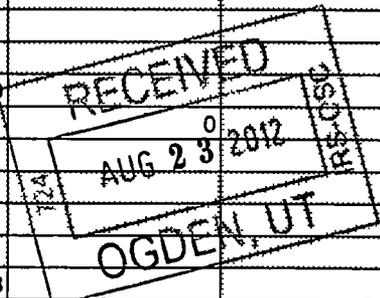
- Section 501(c)(3) exempt private foundation
- Section 4947(a)(1) nonexempt charitable trust
- Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 39,799,884**

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) (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)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	3,198	3,198		
4	Dividends and interest from securities	569,112	569,057		
5a	Gross rents	27,950	27,950		
b	Net rental income or (loss)	27,950			
6a	Net gain or (loss) from sale of assets not on line 10	401,860			
b	Gross sales price for all assets on line 6a	8,749,474			
7	Capital gain net income (from Part IV, line 2)		401,860		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns & allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) <b>STMT 1</b>	-37,393	-37,393		
12	<b>Total.</b> Add lines 1 through 11	964,727	964,672	0	
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages	75,142			75,142
15	Pension plans, employee benefits	25,594			25,594
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) <b>STMT 2</b>	23,940	11,970		11,970
c	Other professional fees (attach schedule) <b>STMT 3</b>	4,375			4,375
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) <b>STMT 4</b>	68,133			5,701
19	Depreciation (attach schedule) and depletion <b>STMT 5</b>	59,751	10,049		
20	Occupancy	24,540	24,540		
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) <b>STMT 6</b>	335,311	179,721		110,124
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	616,786	226,280	0	232,906
25	Contributions, gifts, grants paid	1,105,500			1,105,500
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	1,722,286	226,280	0	1,338,406
27	Subtract line 26 from line 12				
a	<b>Excess of revenue over expenses and disbursements</b>	-757,559			
b	<b>Net investment income</b> (if negative, enter -0-)		738,392		
c	<b>Adjusted net income</b> (if negative, enter -0-)			0	



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

Form 990-PF (2010)

614  
10

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	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	3,677	23,591	23,591	
	2	Savings and temporary cash investments	4,010,705	1,651,777	1,651,777	
	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 (att. schedule) ▶ Less allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule) <b>STMT 7</b>	9,503,056	8,646,825	8,824,213	
	b	Investments—corporate stock (attach schedule) <b>SEE STMT 8</b>	16,827,592	18,656,166	24,884,514	
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶ <b>STMT 9</b>	347,762 239,250	108,512	467,054	
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶ <b>STMT 10</b>	1,627,248 893,539	733,709	1,899,199	
15	Other assets (describe ▶ <b>SEE STATEMENT 11</b> )	1,424,616	2,049,536	2,049,536		
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	32,627,636	31,870,116	39,799,884		
Liabilities	17	Accounts payable and accrued expenses		39		
	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	<b>Total liabilities</b> (add lines 17 through 22)	0	39		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	32,627,636	31,870,077		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)	32,627,636	31,870,077			
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	32,627,636	31,870,116			

**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	32,627,636
2	Enter amount from Part I, line 27a	2	-757,559
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	31,870,077
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	31,870,077

**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	<b>SEE WORKSHEET</b>			
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				(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				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) <span style="font-size: small;">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>		2	401,860
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <span style="font-size: small;">[ 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 ]</span>		3	155,372

**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	1,636,390	33,353,423	0.049062
2008	2,079,331	34,175,392	0.060843
2007	2,490,783	42,377,477	0.058776
2006	2,020,632	42,609,421	0.047422
2005	1,874,965	39,845,453	0.047056
2	Total of line 1, column (d)		0.263159
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		0.052632
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		33,676,386
5	Multiply line 4 by line 3		1,772,456
6	Enter 1% of net investment income (1% of Part I, line 27b)		7,384
7	Add lines 5 and 6		1,779,840
8	Enter qualifying distributions from Part XII, line 4 <span style="font-size: small;">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.</span>		1,364,500

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

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	14,768
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
<b>3</b>	Add lines 1 and 2	3	14,768
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	14,768
<b>6</b>	Credits/Payments		
<b>a</b>	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	43,800
<b>b</b>	Exempt foreign organizations—tax withheld at source	6b	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	6c	
<b>d</b>	Backup withholding erroneously withheld	6d	
<b>7</b>	Total credits and payments Add lines 6a through 6d	7	43,800
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	29,032
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2011 estimated tax</b> <b>29,032</b> <b>Refunded</b>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <b>\$</b> _____ (2) On foundation managers <b>\$</b> _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
<b>6</b> 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	
<b>7</b> 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	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <b>NY</b>		
<b>b</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	
<b>9</b> 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
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		<b>X</b>
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		<b>X</b>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <b>N/A</b>	13	<b>X</b>	
14	The books are in care of ▶ <b>D'ARCANGELO &amp; CO., LLP</b> <b>140 CHURCH STREET</b> Located at ▶ <b>MILLBROOK</b>	Telephone no ▶ <b>845-677-6823</b> NY ZIP+4 ▶ <b>12545</b>		
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	▶ <b>15</b> ▶ <input type="checkbox"/>		
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? 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 ▶	16	Yes	No <b>X</b>

**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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> <b>N/A</b>	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 2010? <b>N/A</b>	1c	
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? If "Yes," list the years ▶ 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 ) <b>N/A</b>	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 ▶ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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 ) <b>N/A</b>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <b>X</b>	4a	
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? <b>X</b>	4b	

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here  N/A **5b**

**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 **6b** **X**

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No **N/A** **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 (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
SEE STATEMENT 12				

**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				

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

**0**

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

**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 PARK IMPROVEMENTS	26,094
2	
All other program-related investments See page 24 of the instructions	
3	
<b>Total. Add lines 1 through 3</b> <span style="float: right;">▶</span>	<b>26,094</b>

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	31,534,080
b	Average of monthly cash balances	1b	2,222,308
c	Fair market value of all other assets (see page 25 of the instructions)	1c	432,836
d	<b>Total</b> (add lines 1a, b, and c)	1d	34,189,224
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	34,189,224
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	512,838
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	33,676,386
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	1,683,819

**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	1,683,819
2a	Tax on investment income for 2010 from Part VI, line 5	2a	14,768
b	Income tax for 2010 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	14,768
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,669,051
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,669,051
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,669,051

**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	1,338,406
b	Program-related investments—total from Part IX-B	1b	26,094
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,364,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	1,364,500

**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				1,669,051
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007			149,828	
d From 2008			111,942	
e From 2009			12,351	
f Total of lines 3a through e	274,121			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 1,364,500				
a Applied to 2009, but not more than line 2a				
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				1,364,500
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a) )	274,121			274,121
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				30,430
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)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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)

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

	Tax year				(e) Total
	(a) 2010	(b) 2009	Prior 3 years		
			(c) 2008	(d) 2007	
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

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

**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  
**N/A**

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

**a** The name, address, and telephone number of the person to whom applications should be addressed  
**MILLBROOK TRIBUTE GARDEN, INC. C/O  
D'ARCANGELO & CO., LLP MILLBROOK NY 12545**

**b** The form in which applications should be submitted and information and materials they should include  
**SEE STATEMENT 13**

**c** Any submission deadlines  
**NONE**

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
**NONE**

**Part XV Supplementary Information (continued)**

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year <b>SEE STATEMENT 14</b>				1,105,500
<b>Total</b>			▶ 3a	1,105,500
b Approved for future payment <b>N/A</b>				
<b>Total</b>			▶ 3b	





**Capital Gains and Losses for Tax on Investment Income**

Form **990-PF**

**2010**

For calendar year 2010, or tax year beginning **10/01/10** and ending **09/30/11**

Name **MILLBROOK TRIBUTE GARDEN, INC.** Employer Identification Number **14-1340079**

(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.)
(1) 200M FED HOME LOAN BK STEPUP 1.25%	P	VARIOUS	11/16/10
(2) 300M US TREASURY NOTE 1.25% 11/30/12	P	VARIOUS	11/30/10
(3) 100M FED FARM CR BK 3.75% 12/6/10	P	VARIOUS	12/06/10
(4) 400M FED FARM CR BK 2.70% 12/15/14	P	VARIOUS	12/15/10
(5) 300M FED HOME LOAN BK STEPUP 1.50%	P	VARIOUS	01/24/11
(6) 250M FED FARM CR BK 3.00% 3/3/11	P	VARIOUS	03/03/11
(7) 300M FED FARM CR BK 1.30% 6/28/13	P	VARIOUS	03/28/11
(8) 225M FED FARM CR BK 2.95% 4/27/15	P	VARIOUS	04/27/11
(9) 200M FED FARM CR BK 1.00% 6/17/13	P	VARIOUS	05/16/11
(10) 100M FED HOME LOAN BK 0.70% 11/16/12	P	VARIOUS	05/16/11
(11) 100M FED HOME LOAN BK 1.85% 7/25/14	P	VARIOUS	05/23/11
(12) 150M FED HOME LOAN BK 2.15% 8/18/15	P	VARIOUS	05/27/11
(13) 100M FED HOME LOAN BK 1.125% 6/3/11	P	VARIOUS	06/03/11
(14) 250M FED HOME LOAN BK 0.54% 6/7/11	P	VARIOUS	06/07/11
(15) 100M FED FARM CR BK 1.05% 8/26/13	P	VARIOUS	06/10/11

(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)
(1) 200,000		200,000	
(2) 300,000		299,888	112
(3) 100,000		100,000	
(4) 400,000		400,000	
(5) 300,000		301,168	-1,168
(6) 250,000		249,310	690
(7) 300,000		300,000	
(8) 225,000		225,000	
(9) 200,000		200,000	
(10) 100,000		99,764	236
(11) 100,000		100,000	
(12) 150,000		148,298	1,702
(13) 100,000		100,539	-539
(14) 250,000		250,200	-200
(15) 100,000		99,500	500

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k) but not less than -0-) or Losses (from col (h))
(1)			
(2)			112
(3)			
(4)			
(5)			-1,168
(6)			690
(7)			
(8)			
(9)			
(10)			236
(11)			
(12)			1,702
(13)			-539
(14)			-200
(15)			500

**Capital Gains and Losses for Tax on Investment Income**

Form **990-PF**

**2010**

For calendar year 2010, or tax year beginning

**10/01/10**

and ending

**09/30/11**

Name

Employer Identification Number

**MILLBROOK TRIBUTE GARDEN, INC.**

**14-1340079**

(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.)
(1) 200M FED FARM CR BK 2.62% 6/15/15	P	VARIOUS	06/15/11
(2) 100M FED HOME LOAN BK STEPUP 2.05%	P	VARIOUS	06/17/11
(3) 250M FED HOME LOAN BK 2.05% 12/23/14	P	VARIOUS	06/23/11
(4) 200M FED HOME LOAN BK STEPUP 1.25%	P	VARIOUS	06/30/11
(5) 300M FED HOME LOAN BK STEPUP 1.50%	P	VARIOUS	06/30/11
(6) 200M FED HOME LOAN BK 2.00% 1/12/18	P	VARIOUS	07/12/11
(7) 200M FED HOME LOAN BK STEPUP 1.00%	P	VARIOUS	07/27/11
(8) 50M FED FARM CR BK 1.60% 12/1/14	P	VARIOUS	08/10/10
(9) 300M FED HOME LOAN BK 2.30% 7/15/16	P	VARIOUS	08/15/11
(10) 200M FED HOME LOAN BK 1.125% 8/16/13	P	VARIOUS	08/16/11
(11) 100M FED HOME LOAN BK 1.125% 8/18/14	P	VARIOUS	08/18/14
(12) 275M FED FARM CR BK 2.05% 12/21/15	P	VARIOUS	08/22/11
(13) 500M FED FARM CR BK 3.25% 9/27/19	P	VARIOUS	08/24/11
(14) 200M FED HOME LOAN BK STEPUP 1.25%	P	VARIOUS	08/24/11
(15) 300M FED HOME LOAN BK STEPUP 2.00%	P	VARIOUS	08/26/11

(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)
(1) 200,000		199,720	280
(2) 100,000		100,000	
(3) 250,000		250,125	-125
(4) 200,000		200,000	
(5) 300,000		300,000	
(6) 200,000		200,000	
(7) 200,000		200,000	
(8) 50,000		49,436	564
(9) 300,000		300,000	
(10) 200,000		200,000	
(11) 100,000		99,875	125
(12) 275,000		274,931	69
(13) 500,000		500,000	
(14) 200,000		199,960	40
(15) 300,000		300,000	

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			280
(2)			
(3)			-125
(4)			
(5)			
(6)			
(7)			
(8)			564
(9)			
(10)			
(11)			125
(12)			69
(13)			
(14)			40
(15)			

**Capital Gains and Losses for Tax on Investment Income**

Form **990-PF**

**2010**

For calendar year 2010, or tax year beginning

**10/01/10**

and ending

**09/30/11**

Name

Employer Identification Number

**MILLBROOK TRIBUTE GARDEN, INC.**

**14-1340079**

(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)

(a)	(b)	(c)	(d)
(1) 400M FED HOME LOAN BK STEPUP 2.00%	P	VARIOUS	08/26/11
(2) 500M FED FARM CR BK 3.00% 9/28/18	P	VARIOUS	08/29/11
(3) 200M FED HOME LOAN BK 1.02% 12/13/13	P	VARIOUS	09/13/11
(4) 200M FED HOME LOAN BK STEPUP 0.50%	P	VARIOUS	09/29/11
(5) 300M FED HOME LOAN BK 2.20% 6/30/16	P	VARIOUS	09/30/11
(6) 300M FED HOME LOAN BK STEPUP 1.50%	P	VARIOUS	09/30/11
(7) THORNDALE PTSHP K-1 STCG PASSTHROUGH	P	VARIOUS	VARIOUS
(8) THORNDALE PTSHP K-1 LTCG PASSTHROUGH	P	VARIOUS	VARIOUS
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)

(e)	(f)	(g)	(h)
(1) 400,000		400,000	
(2) 500,000		500,000	
(3) 200,000		199,900	100
(4) 200,000		200,000	
(5) 300,000		300,000	
(6) 300,000		300,000	
(7) 153,788			153,788
(8) 245,686			245,686
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

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))

(i)	(j)	(k)	(l)
(1)			
(2)			
(3)			100
(4)			
(5)			
(6)			
(7)			153,788
(8)			245,686
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

**Statement 1 - Form 990-PF, Part I, Line 11 - Other Income**

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
OTHER PORT INC(LOSS) PRT K-1	\$ -47,526	\$ -47,526	\$
OTHER PORT INC(LOSS) PRT K-1	10,133	10,133	
TOTAL	\$ <u>-37,393</u>	\$ <u>-37,393</u>	\$ <u>0</u>

**Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ANNUAL REPORT	\$ 23,940	\$ 11,970	\$	\$ 11,970
TOTAL	\$ <u>23,940</u>	\$ <u>11,970</u>	\$ <u>0</u>	\$ <u>11,970</u>

**Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PENSION ADMINISTRATION FEES	\$ 4,375	\$	\$	\$ 4,375
TOTAL	\$ <u>4,375</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>4,375</u>

**Statement 4 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
NYS TAX	\$ 62,432	\$	\$	\$
PAYROLL	5,701			5,701
TOTAL	\$ <u>68,133</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>5,701</u>

**Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation**

Description	Date Acquired	Cost Basis	Prior Year Depreciation	Current Year Depreciation	Net Investment Income	Adjusted Net Income
Method	Life					

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description		Date Acquired	Cost Basis		
Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
LAND			1/01/68	\$	165,054
\$		0	\$	\$	\$
PROJECT ON GREEN			1/01/68		4,790
4,790	STRAIGHT LINE	10			
PARKING LOT PAVING			1/01/69		20,500
20,500	STRAIGHT LINE	10			
PARKING LOT PAVING- BANK			1/01/69		18,900
18,900	STRAIGHT LINE	10			
COTTAGE			1/01/72		20,744
20,744	STRAIGHT LINE	33			
COTTAGE ROOF			1/01/72		1,289
1,289	STRAIGHT LINE	8			
5' CART			1/01/73		179
179	STRAIGHT LINE	5			
FLOOD LIGHTING PARK			1/01/74		1,584
1,584	STRAIGHT LINE	10			
STORM SEWER			1/01/74		1,625
1,625	STRAIGHT LINE	10			
BRIDGE RESTORATION			1/01/75		4,406
4,406	STRAIGHT LINE	10			
BUILDINGS			1/01/75		2,375
2,375	STRAIGHT LINE	25			
FLOOD LIGHTING PARKING LOT			1/01/75		641
641	STRAIGHT LINE	10			
RELOCATE FRONT ENTRANCE			1/01/76		3,000
3,000	STRAIGHT LINE	10			
SHED ROOF			1/01/77		425
425	STRAIGHT LINE	8			
EQUIPMENT			1/01/78		1
1	STRAIGHT LINE	1			
SERVICE STATION			1/01/78		27,500
27,500	STRAIGHT LINE	20			
NORTHERN SPRUCE TREES			1/01/79		3,330
3,330	STRAIGHT LINE	10			
ROOF AND CEILING			10/01/80		3,823
3,823	STRAIGHT LINE	10			
CONCRETE WALKS			1/01/81		10,185
10,185	STRAIGHT LINE	10			
COMPUTER PUMPS			7/01/81		1,185
1,185	STRAIGHT LINE	10			
CONCRETE WALKS			1/01/82		50,373
50,373	STRAIGHT LINE	10			
GRAVEL PLAYGROUND			1/01/82		1,551
1,551	STRAIGHT LINE	6			
CHAINLINK FENCE AND GATES			1/01/83		14,900
14,900	STRAIGHT LINE	10			
CONCRETE WALKS			1/01/83		33,844
33,844	STRAIGHT LINE	10			
FLOOD LIGHTING MONUMENT			1/01/83		1,198
1,198	STRAIGHT LINE	10			

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description		Date Acquired	Cost Basis		
Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
	GARAGE & MAINT BLDG			1/01/83	\$ 52,307
\$ 52,307	STRAIGHT LINE	25	\$	\$	\$
	IMPROVEMENTS			1/01/83	1,025
1,025	STRAIGHT LINE	10			
	IMPROVEMENTS			1/01/83	3,123
3,123	STRAIGHT LINE	15			
	PARK BENCHES			1/01/83	1,154
1,154	STRAIGHT LINE	10			
	PARK BENCHES AND INSTALLATION			1/01/83	4,599
4,599	STRAIGHT LINE	10			
	PARKING LOT			1/01/83	34,803
34,803	STRAIGHT LINE	10			
	BLACK TOP			1/01/84	3,107
3,107	STRAIGHT LINE	10			
	CONCRETE WALKS			1/01/84	19,375
19,375	STRAIGHT LINE	10			
	ELECTICAL WIRING & SHELVING			1/01/84	3,378
3,378	STRAIGHT LINE	15			
	PARK CATCH BASINS			1/01/84	1,150
1,150	STRAIGHT LINE	10			
	TRASH BASKETS			1/01/84	3,667
3,667	STRAIGHT LINE	10			
	ROOF AND IMPROVEMENTS			3/01/84	3,175
3,175	STRAIGHT LINE	10			
	BLACKTOP			7/01/84	1,000
1,000	STRAIGHT LINE	10			
	CURBING			6/01/85	4,633
4,633	STRAIGHT LINE	10			
	PATIO ON GREEN			6/01/85	2,400
2,400	STRAIGHT LINE	10			
	LOCK MOWER W/ SULKY			7/01/85	5,600
5,600	STRAIGHT LINE	5			
	SIDING, STORMS AND DOORS			8/01/85	5,790
5,790	STRAIGHT LINE	15			
	BLACK TOP			10/01/85	20,737
20,737	STRAIGHT LINE	10			
	SIDING, STORMS AND DOORS			10/01/85	6,631
6,631	STRAIGHT LINE	19			
	BLACK TOP			11/01/85	2,741
2,741	STRAIGHT LINE	19			
	CIRCUIT PANELS			8/01/86	552
552	STRAIGHT LINE	19			
	LANDSCAPING			8/01/86	2,086
2,086	STRAIGHT LINE	10			
	BLACKTOPPING & EXCAVATING			9/01/86	7,788
7,788	STRAIGHT LINE	19			
	FUEL OIL TANK & LINERS			9/01/86	700
700	STRAIGHT LINE	12			
	GASOLINE STORAGE TANKS			9/01/86	39,770
39,770	STRAIGHT LINE	12			

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description		Date Acquired	Cost Basis		
Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
	PARK SIDEWALK STEPS AND MEMORIAL	9/01/86	\$ 27,800		
\$ 27,800	STRAIGHT LINE	19	\$		
	LANDSCAPING	11/01/86	1,086		
1,086	STRAIGHT LINE	15			
	STEEL DOOR AND INSTALLATION	11/01/86	854		
509	STRAIGHT LINE	40	21	21	
	CHAIN LINK FENCE	2/01/87	1,267		
1,267	STRAIGHT LINE	15			
	FURNACE	4/01/87	2,404		
2,404	STRAIGHT LINE	15			
	SMALL POOL EQUIPMT BLDG	6/01/87	10,500		
6,115	STRAIGHT LINE	40	263		
	CEMENT WORK	7/01/87	5,132		
5,132	STRAIGHT LINE	15			
	ELECTRICAL IMPROVMTS	7/01/87	1,676		
1,676	STRAIGHT LINE	15			
	STORAGE SHED CONCRETE FLOOR	9/01/87	8,500		
8,500	STRAIGHT LINE	15			
	WROUGHT IRON FENCE	9/01/87	15,500		
15,500	STRAIGHT LINE	15			
	OLD MAINT SHED CONCRETE FLOOR	11/01/87	2,550		
2,550	STRAIGHT LINE	10			
	WROUGHT IRON RAILINGS	2/01/88	4,800		
4,640	STRAIGHT LINE	15			
	KITCHEN LINOLEUM	5/01/88	750		
750	STRAIGHT LINE	10			
	LANDSCAPING	5/01/88	6,685		
6,685	STRAIGHT LINE	10			
	LAYPIPE AND HOOKUP LIGHT POSTS	5/01/88	822		
822	STRAIGHT LINE	7			
	LITTER RECEPTACLES	5/01/88	2,094		
2,094	STRAIGHT LINE	5			
	LANDSCAPING	9/01/88	7,980		
7,980	STRAIGHT LINE	10			
	YORK MODEL STONE RAKE	9/01/88	518		
518	STRAIGHT LINE	5			
	GARAGE ROOF	6/01/89	950		
950	STRAIGHT LINE	10			
	BRICK RESTORATION	8/01/89	33,650		
33,650	STRAIGHT LINE	20			
	ROOF IMPROVEMENTS	11/01/89	1,122		
1,122	STRAIGHT LINE	10			
	BATHROOM IMPROVEMENTS	6/01/90	4,253		
4,253	STRAIGHT LINE	10			
	BLACKTOPPING	8/01/90	1,200		
1,200	STRAIGHT LINE	10			
	NEW WAR MEMORIAL	9/01/90	11,902		
11,902	STRAIGHT LINE	15			
	BRIDGE REPAIRS	1/31/92	3,254		
3,254	STRAIGHT LINE	15			

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description		Date Acquired	Cost Basis		
Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
STORAGE BARN REPAIRS			1/31/92	\$	6,915
\$ 6,915	STRAIGHT LINE	15	\$	\$	\$
BRIDGE REPAIRS			4/30/92		1,323
1,323	STRAIGHT LINE	15			
BRIDGE REPAIRS			9/30/92		4,259
4,259	STRAIGHT LINE	15			
WINDOWS			3/11/93		4,619
4,619	STRAIGHT LINE	7			
LANDSCAPING			6/10/94		11,000
11,000	STRAIGHT LINE	15			
LOUDSPEAKER SOUND SYSTEM			6/15/94		6,542
6,542	STRAIGHT LINE	15			
PLAYGROUND EQUIPMENT			10/15/95		39,146
39,146	STRAIGHT LINE	7			
LANDSCAPING			5/01/96		10,248
9,906	STRAIGHT LINE	15	342		
SIDEWALKS			8/01/96		30,662
29,640	STRAIGHT LINE	15	1,022		
LANDSCAPING			9/15/96		6,030
5,829	STRAIGHT LINE	15	201		
LITTER RECEPTICLES			3/26/97		2,384
2,384	STRAIGHT LINE	7			
AMERICAN FLAG			4/25/97		225
225	STRAIGHT LINE	7			
LANDSCAPING			6/01/97		11,825
10,544	STRAIGHT LINE	15	788		
EQUIPMENT			7/11/97		14,500
14,500	200% DB	7			
ROOF IMPROVEMENTS			7/25/97		2,450
830	STRAIGHT LINE	39	63	63	
IMPROVEMENTS			1/09/98		3,157
1,029	STRAIGHT LINE	39	81	81	
ELECTRONIC LEAK DETECTION SYSTEM			4/17/98		5,880
5,880	STRAIGHT LINE	7			
WELL			6/08/98		3,100
2,584	STRAIGHT LINE	15	207		
WELL WATER SYSTEM			9/10/98		2,940
2,450	STRAIGHT LINE	15	196		
LEAF BLOWER			10/05/98		850
850	200% DB	7			
BATH HOUSE ADDITION			10/15/98		41,170
12,624	STRAIGHT LINE	39	1,056		
WATER IRRIGATION SYSTEM			7/15/99		2,951
2,275	150% DB	15	174		
WATER IRRIGATION SYSTEM			11/16/99		11,443
11,443	STRAIGHT LINE	10			
ROOF			12/22/99		2,932
2,932	STRAIGHT LINE	10			
FLAG			5/09/00		219
219	STRAIGHT LINE	7			

**Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation (continued)**

Description		Date Acquired	Cost Basis		
Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
SITE FURNISHINGS					
\$ 4,239	STRAIGHT LINE	7	\$	5/22/00 \$	4,239
1998 SCAG COMMERCIAL MOWER					
4,000	STRAIGHT LINE	7		6/13/00	4,000
DRINKING FOUNTAIN					
456	STRAIGHT LINE	5		6/13/00	456
EQUIPMENT					
1,586	STRAIGHT LINE	7		6/29/00	1,586
PRESSURE WASHER					
700	STRAIGHT LINE	7		10/19/00	700
GARBAGE RECEPTACLE					
508	STRAIGHT LINE	7		1/02/01	508
LADDER					
260	STRAIGHT LINE	7		1/04/01	260
SERVICE STATION TANKS & ISLAND					
19,811	STRAIGHT LINE	15	2,067	3/03/01	31,009
AIR COMPRESSOR					
380	STRAIGHT LINE	7		3/12/01	380
PLAYGROUND EQUIPMENT					
1,677	STRAIGHT LINE	7		5/16/01	1,677
FLAG					
200	STRAIGHT LINE	7		6/21/01	200
MAPLE TREE					
434	STRAIGHT LINE	10		10/03/01	483
LEAF BLOWER					
485	STRAIGHT LINE	7		48 10/24/01	485
SIGN					
316	STRAIGHT LINE	7		10/24/01	316
PLAYGROUND EQUIPMENT					
3,643	STRAIGHT LINE	7		5/09/02	3,643
KOHLER MOWER					
7,200	STRAIGHT LINE	7		7/27/02	7,200
POWER PAINTER					
100	STRAIGHT LINE	7		8/09/02	100
BENCH & POST W/COOL MISTER					
2,753	STRAIGHT LINE	10	341	8/16/02	3,405
HEDGE TRIMMER					
299	STRAIGHT LINE	7		10/04/02	299
PARK IMPVTS - PLAYGROUND					
2,120	STRAIGHT LINE	15	265	10/11/02	3,976
AUGER					
795	STRAIGHT LINE	7		4/30/03	795
HOUSE RENOVATION					
7,040	STRAIGHT LINE	25	971	6/17/03	24,279
WASHER & DRYER					
1,589	STRAIGHT LINE	7		6/25/03	1,590
WATER MAIN CONSTRUCTION					
1,032	STRAIGHT LINE	30	142	7/07/03	4,271
PLAYGROUND EQUIPMENT					
4,693	STRAIGHT LINE	7	72	7/14/03	4,692

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description			Date Acquired	Cost Basis	
Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
	FURNACE/FUEL OIL TANK/WATER HEATER		8/14/03	\$	8,470
\$ 3,036	STRAIGHT LINE	20	\$ 424	\$	\$
	LANDSCAPING		8/14/03		13,198
6,306	STRAIGHT LINE	15	880		
	TREES		8/14/03		1,086
518	STRAIGHT LINE	15			
	POND DRAINAGE PROJECT		8/26/03		16,913
7,987	STRAIGHT LINE	15	1,128		
	BLACKTOPPING PROJECTS		9/02/03		21,855
10,320	STRAIGHT LINE	15	1,457		
	ROOF/IMPROVEMENTS		10/02/03		22,100
10,313	STRAIGHT LINE	15	1,473	1,473	
	IMPROVEMENTS		11/06/03		8,868
4,089	STRAIGHT LINE	15	591	591	
	WATER HEATER		1/28/04		1,580
702	STRAIGHT LINE	15	105	105	
	STANDING MOWER STAND		3/22/04		255
236	STRAIGHT LINE	7	18		
	CHAINSAW		4/28/04		255
233	STRAIGHT LINE	7	21		
	FLAGPOLE		4/30/04		500
321	STRAIGHT LINE	10	50		
	IMPROVEMENTS - WATER LINES		5/10/04		1,442
925	STRAIGHT LINE	10	144		
	2 PONDS & WATERFALL		6/09/04		48,400
7,860	STRAIGHT LINE	39	1,241		
	POND PROJECT/MATERIALS & ELECTRIC		7/13/04		4,481
718	STRAIGHT LINE	39	115		
	PLAYGROUND EQUIPMENT		7/26/04		810
714	STRAIGHT LINE	7	97		
	TRIMMER/WEEDWACKER		8/05/04		300
264	STRAIGHT LINE	7	36		
	OIL TANK & IMPROVEMENTS		8/10/04		10,742
4,416	STRAIGHT LINE	15	716	716	
	GAZEBO		8/26/04		4,329
2,634	STRAIGHT LINE	10	433		
	4 TREES		8/31/04		2,300
359	STRAIGHT LINE	39	59		
	TERRAIN VEHICLE		9/22/04		10,299
6,180	STRAIGHT LINE	10	1,030		
	2 TREES		10/12/04		1,150
176	STRAIGHT LINE	39	30		
	GARAGE BAY		1/10/05		4,700
1,802	STRAIGHT LINE	15	313	313	
	1999 CHEVY DUMP TRUCK		5/31/05		24,056
24,056	STRAIGHT LINE	5			
	2 TREES		6/08/05		984
134	STRAIGHT LINE	39	25		
	STONE WALL		8/03/05		9,108
3,137	STRAIGHT LINE	15	607		

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description		Date Acquired	Cost Basis		
Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
	PARK BATHROOM IMPVTS			8/24/05 \$	2,240
\$ 1,139	STRAIGHT LINE	10	\$ 224	\$	\$
	GAZEBO SIDEWALK AND WALKWAYS			9/15/05	2,935
	995 STRAIGHT LINE	15	196		
	BLOWER			9/29/05	575
	411 STRAIGHT LINE	7	82		
	ADI 7000 GPH PUMP			10/12/05	825
	589 STRAIGHT LINE	7	118		
	HEATING SYSTEM			10/31/05	9,423
	1,854 STRAIGHT LINE	25	377	377	
	SNOWBLOWER			1/19/06	2,049
	1,366 STRAIGHT LINE	7	293		
	LAND IMPVT - OLD POOL DEMOLITION			2/16/06	2,770
	NEW FLOOR			2/16/06	5,700
	1,742 STRAIGHT LINE	7	380	380	
	PICNIC TABLES			3/21/06	1,669
	1,073 STRAIGHT LINE	7	238		
	TRASH RECEPTACLES			4/05/06	2,001
	1,287 STRAIGHT LINE	7	286		
	PICNIC TABLES			5/18/06	1,104
	684 STRAIGHT LINE	7	158		
	PARKING LOT - FRIENDLY LANE, MILLBROOK			9/27/06	125,958
	33,589 STRAIGHT LINE	15	8,397		
	1 MAPLE TREE			11/13/06	3,250
	326 STRAIGHT LINE	39	83		
	FLAG			1/16/07	360
	188 STRAIGHT LINE	7	51		
	NEW GAS PUMP TERMINALS			1/31/07	41,883
	10,239 STRAIGHT LINE	15	2,792	2,792	
	PRESSURE WASHER			3/26/07	650
	325 STRAIGHT LINE	7	93		
	PUSH MOWER			3/26/07	429
	214 STRAIGHT LINE	7	61		
	4 HEMLOCK TREES			6/15/07	4,200
	359 STRAIGHT LINE	39	108		
	BATHROOM TOILETS & SINK			7/10/07	3,500
	758 STRAIGHT LINE	15	233		
	WALKWAY			7/10/07	4,550
	985 STRAIGHT LINE	15	303		
	FENCING			7/19/07	3,875
	818 STRAIGHT LINE	15	258		
	TRACTOR LAWN MOWER			7/24/07	9,358
	4,234 STRAIGHT LINE	7	1,337		
	PARKING LOTS			7/31/07	67,700
	14,292 STRAIGHT LINE	15	4,513		
	TREES			9/21/07	4,697
	361 STRAIGHT LINE	39	121		
	CREDIT CARD PUMP EQUIPMENT			10/23/07	1,482
	288 STRAIGHT LINE	15	99	99	

**Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation (continued)**

Description		Date Acquired	Cost Basis		
Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
GENERATOR				5/28/08	\$ 1,275
\$ 425	STRAIGHT LINE	7	\$ 182		\$
STREET LIGHTS				7/08/08	29,169
4,376	STRAIGHT LINE	15	1,945		
CARETAKER'S HOUSE IMPVTS				7/17/08	22,114
1,198	STRAIGHT LINE	40	553		
2 SPYROSLIDES				7/24/08	6,193
1,917	STRAIGHT LINE	7	885		
GAZEBO				7/24/08	6,505
1,410	STRAIGHT LINE	10	651		
PARKING LOT PAVING				7/28/08	39,000
8,450	STRAIGHT LINE	10	3,900		
PARKING LOT ELECTRICAL WORK				7/29/08	12,016
1,736	STRAIGHT LINE	15	801		
SPRINKLER SYSTEM				7/29/08	7,697
834	STRAIGHT LINE	20	385		
LEAF BOX				9/12/08	4,950
1,473	STRAIGHT LINE	7	707		
4 MAPLE TREES				11/01/08	4,300
211	STRAIGHT LINE	39	110		
COMPRESSOR				2/06/09	2,864
682	STRAIGHT LINE	7	409		
ELECTRICAL WORK				6/10/09	55,852
1,909	STRAIGHT LINE	39	1,432		
WATER FOUNTAIN				6/17/09	10,998
916	STRAIGHT LINE	15	733		
STONE WALL				7/30/09	19,920
1,549	STRAIGHT LINE	15	1,328		
SEPTIC SYSTEM				7/30/09	7,291
426	STRAIGHT LINE	20	365		
PARK ELECTRICAL WORK				12/15/09	13,491
288	STRAIGHT LINE	39	346		
SNOW PLOW				12/30/09	2,680
287	STRAIGHT LINE	7	383		
SWINGS ETC				5/20/10	6,934
331	STRAIGHT LINE	7	991		
BRIDGE & STAIRS				6/02/10	31,170
693	STRAIGHT LINE	15	2,078		
TREES				7/15/10	10,186
66	STRAIGHT LINE	39	261		
PARKING LOT CATCH BASIN				8/03/10	5,800
49	STRAIGHT LINE	20	290		
PUSH LEAF BLOWER				10/25/10	2,169
	STRAIGHT LINE	7	284		
3 MAPLE TREES				11/01/10	11,027
	STRAIGHT LINE	39	259		
WEED WACKER				5/04/11	409
	STRAIGHT LINE	7	24		
PLAYGROUND IMPROVEMENT				5/15/11	10,631
	STRAIGHT LINE	15	295		

## Federal Statements

14-1340079

FYE: 9/30/2011

**Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation (continued)**

Description		Date Acquired	Cost Basis	
Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income
				Adjusted Net Income
HEDGE TRIMMER			6/30/11	\$ 310
\$	STRAIGHT LINE	7	\$ 11	\$
ELECTRICAL PANEL			7/12/11	4,436
	STRAIGHT LINE	39	29	
TOTAL				\$ 1,960,012
\$ 1,073,040			\$ 59,751	\$ 10,049
				\$ 0

**Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$	\$	\$	\$
EXPENSES				
REPAIRS & MAINTENANCE	62,931			62,931
SUPPLIES	1,008			1,008
INVESTMENT FEES	224,651	179,721		
INSURANCE	42,795			42,795
OFFICE SUPPLIES	536			
VILLAGE BEAUTIFICATION	3,390			3,390
TOTAL	\$ 335,311	\$ 179,721	\$ 0	\$ 110,124

**Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$	\$		\$
SEE ATTACHED SCHEDULE	9,503,056	8,646,825	COST	8,824,213
TOTAL	\$ 9,503,056	\$ 8,646,825		\$ 8,824,213

**Federal Statements****Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
SEE ATTACHED SCHEDULE	\$ 16,827,592	\$ 18,556,166	COST	\$ 24,784,514
BROOKMILL		100,000	COST	100,000
TOTAL	<u>\$ 16,827,592</u>	<u>\$ 18,656,166</u>		<u>\$ 24,884,514</u>

**Statement 9 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments**

<u>Description</u>	<u>Beginning Net Book</u>	<u>End Cost / Basis</u>	<u>End Accumulated Depreciation</u>	<u>Net FMV</u>
SEE ATTACHED SCHEDULE	\$ 103,563	\$ 347,762	\$ 239,250	\$ 467,054
TOTAL	<u>\$ 103,563</u>	<u>\$ 347,762</u>	<u>\$ 239,250</u>	<u>\$ 467,054</u>

**Statement 10 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment**

<u>Description</u>	<u>Beginning Net Book</u>	<u>End Cost / Basis</u>	<u>End Accumulated Depreciation</u>	<u>Net FMV</u>
SEE ATTACHED SCHEDULE	\$ 586,603	\$ 1,459,424	\$ 893,539	\$ 1,731,375
LAND	167,824	167,824		167,824
TOTAL	<u>\$ 754,427</u>	<u>\$ 1,627,248</u>	<u>\$ 893,539</u>	<u>\$ 1,899,199</u>

**Statement 11 - Form 990-PF, Part II, Line 15 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
ACCRUED BOND INTEREST PURCHASED	\$ 647	\$ 17	\$ 17
DEFERRED ASSET	1,423,658	2,049,224	2,049,224
PREPAID EXPENSE	311	295	295
TOTAL	<u>\$ 1,424,616</u>	<u>\$ 2,049,536</u>	<u>\$ 2,049,536</u>

**Statement 12 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,  
Etc.**

<u>Name and Address</u>	<u>Title</u>	<u>Average Hours</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Expenses</u>
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## Federal Statements

Statement 12 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,  
Etc. (continued)

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
OAKLEIGH B. THORNE P.O. BOX D MILLBROOK NY 12545	PRESIDENT	0.00	0	0	0
FELICITAS S. THORNE P.O. BOX D MILLBROOK NY 12545	VICE PRESIDE	0.00	0	0	0
GEORGE WHALEN, JR P.O. BOX D MILLBROOK NY 12545	TREASUER	0.00	0	0	0
GEORGE WHALEN III P.O. BOX D MILLBROOK NY 12545	SECRETARY	0.00	0	0	0
OAKLEIGH THORNE P.O. BOX D MILLBROOK NY 12545	TRUSTEE	0.00	0	0	0
ROBERT WHALEN P.O. BOX D MILLBROOK NY 12545	TRUSTEE	0.00	0	0	0

**Statement 13 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**Description

WRITTEN APPLICATIONS WITH SUPPORTING MATERIALS EXPLAINING THE PURPOSE FOR THE REQUEST ALONG WITH A FINANCIAL STATEMENT, SHOULD BE SUBMITTED.

**Form 990-PF, Part XV, Line 2c - Submission Deadlines**Description

NONE

**Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**Description

NONE

**Statement 14 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Name	Address	Address	Amount
Relationship	Status	Purpose	
BARD COLLEGE	P.O. BOX 5000 GENERAL	ANNADALE ON HUDSON NY 125	50,000
BARDAVON	35 MARKET ST. GENERAL	POUGHKEEPSIE NY 12603	10,000
CARDINAL HAYES HOME	60 ST. JOSEPH DR. GENERAL	MILLBROOK NY 12545	30,000
CARY INSTITUTE FOR ECOSYS	2801 SHARON TURNPIKE GENERAL	SALT POINT NY 12578	75,000
CENTRAL BAPTIST CHURCH	26 CHURCH RD. GENERAL	SALT POINT NY 12578	12,000
CHURCH OF IMMAC. CONCEPTI	4 LAVELLA RD. GENERAL	AMENIA NY 12501	19,000
CUB SCOUT PACK 31	DUTCHESS COUNTY GENERAL	MILLBROOK NY 12545	1,000
DUTCHESS COMMUNITY COLLEG	53 PENDELL ROAD GENERAL	POUGHKEEPSIE NY 12601	12,500
DUTCHESS COUNTY ARC	8 INDUSTRY ST. GENERAL	POUGHKEEPSIE NY 12603	5,000
DC ARTS COUNCIL	9 VASSAR ST. GENERAL	POUGHKEEPSIE NY 12603	10,000
DC SPCA	636 VIOLET AVE. GENERAL	POUGHKEEPSIE NY 12603	1,000
DUTCHESS DAY SCHOOL	415 RT. 343 GENERAL	MILLBROOK NY 12545	210,000
DUTCHESS LAND CONSERV.	4289 ROUTE 82 GENERAL	MILLBROOK NY 12545	35,000
GRACE EPISCOPAL CHURCH	3328 FRANKLIN AVE. GENERAL	MILLBROOK NY 12545	18,000
HOSPICE	374 VIOLET AVE. GENERAL	POUGHKEEPSIE NY 12603	15,000
HV BOY SCOUT COUNCIL	6 JEANNE DR. GENERAL	NEWBURGH NY 12550	13,000

## Federal Statements

Statement 14 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Address	Amount
Relationship	Status	Purpose	
LYALL MEM. FEDER. CHURCH	30 MAPLE HTS. GENERAL	MILLBROOK NY 12545	46,000
MAPLEBROOK SCHOOL	5142 ROUTE 22 GENERAL	AMENIA NY 12501	50,000
MEDIATION CENTER OF DC	29 N. HAMILTON ST. GENERAL	POUGHKEEPSIE NY 12601	10,000
MID HUDSON YOUNG LIFE	138 E. MARKET ST. GENERAL	RHINEBECK NY 12572	1,000
MILLBROOK ARTS GROUP	FRANKLIN AVE. GENERAL	MILLBROOK NY 12545	6,000
MILLBROOK BOY SCOUTS	FRANKLIN AVE. GENERAL	MILLBROOK NY 12545	1,000
MILLBROOK CENTRAL SCHOOL	P.O. BOX AA GENERAL	MILLBROOK NY 12545	65,000
MILLBROOK EARLY CHILDHOOD	30 MAPLE AVE. GENERAL	MILLBROOK NY 12545	3,000
MILLBROOK FREE LIBRARY	3 FRIENDLY LN. GENERAL	MILLBROOK NY 12545	35,000
MILLBROOK GIRL SCOUTS	FRANKLIN AVE. GENERAL	MILLBROOK NY 12545	1,000
MILLBROOK PONY CLUB	211 HAMMOND HILL RD GENERAL	DOVER PLAINS NY 12522	5,000
MILLBROOK ROTARY	P.O. BOX 261 GENERAL	MILLBROOK NY 12545	3,000
MILLBROOK SENIOR CITIZENS	FRANKLIN AVE. GENERAL	MILLBROOK NY 12545	1,000
MILLBROOK SCHOOL	131 MILLBROOK SCHOO GENERAL	MILLBROOK NY 12545	115,000
NORTHEAST COMMUNITY COUNC	LITTLE NECK PKWY. GENERAL	LITTLE NECK NY 11362	1,000
PLEASANT VALLEY PRESB. CH	1576 MAIN STREET GENERAL	PLEASANT VALLEY NY 12569	1,500
RURAL MIGRANT MINISTRY	360 NOXON RD. GENERAL	POUGHKEEPSIE NY 12603	5,000
SMITHFIELD PRESBYTERIAN C	656 SMITHFIELD RD. GENERAL	AMENIA NY 12501	15,000
ST. FRANCIS HOSPITAL	241 NORTH RD. GENERAL	POUGHKEEPSIE NY 12603	45,000
ST. JOSEPH'S CHURCH	15 NORTH AVE. GENERAL	MILLBROOK NY 12545	43,000
ST. PETERS'S CHURCH	DEEP HOLLOW RD. GENERAL	MILLBROOK NY 12545	10,000
TOWN OF WASHINGTON	10 RESERVOIR DR. GENERAL	MILLBROOK NY 12545	37,000
VASSAR HOSPITAL	45 READE PLACE GENERAL	POUGHKEEPSIE NY 12603	10,000
VERBANK METHODIST CHURCH	8 NORTH CLOVE ROAD GENERAL	VERBANK NY 12585	1,000
WEBUTUCK CO. SCHOOL ASSOC	194 HAIGHT RD. GENERAL	AMENIA NY 12501	1,000
CHICAGO HISTORY MUSEUM	1601 NORTH CLARK STREET GENERAL	CHICAGO IL 60614	2,500

**Statement 14 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the  
Year (continued)**

<u>Name</u>	<u>Address</u>	<u>Address</u>	<u>Amount</u>
<u>Relationship</u>	<u>Status</u>	<u>Purpose</u>	
FRANCIS PARKER SCHOOL	330 W. WEBSTER AVENUE GENERAL	CHICAGO IL 60614	10,000
JUVENILE WELFARE ASSOC.	220 S. STATE STREET GENERAL	CHICAGO IL 60614	1,000
MILLBROOK SCHOOL	131 MILLBROOK SCHOOL ROAD GENERAL	MILLBROOK NY 12545	5,000
MILTON ACADEMY	170 CENTRE STREET GENERAL	MILTON MA 02186	1,000
NATIONAL MULTI SCLEROSIS	733 THIRD AVENUE GENERAL	NEW YORK NY 11747	1,500
RAVINIA	418 SHERIDAN ROAD GENERAL	HIGHLAND PARK IL 60035	3,500
VISION FOR TOMORROW FOUND	655 DEERFIELD ROAD GENERAL	DEERFIELD IL 60015	1,000
THORNE ECOLOGICAL INSTIT.	1466 63RD STREET GENERAL	BOULDER CO 80303	2,000
TROUT UNLIMITED	1300 17TH STREET GENERAL	ARLINGTON VA 22209	50,000
TOTAL			<u>1,105,500</u>

## MILLBROOK TRIBUTE GARDEN, INC.

EIN 14-1340079

U.S. Government Obligations

Form 990-PF Attachment

Year Ended September 30, 2011

Part II, Page 2, Line 10a

Description		09/30/10 Carrying Value	09/30/11 Carrying Value	09/30/11 Market Value
Bank of Millbrook Custodial Account				
400M Fed Home Loan Bank Stepup 2.25%	09/30/20	400,000	400,000	401,017
300M Fed Home Loan Bank 2.0%	08/26/20	300,000	-	-
200M Fed Home Loan Bank 2.0%	07/29/20	200,000	200,000	200,187
500M Fed Farm Credit Bank 3.25%	09/27/19	500,000	-	-
200M Fed Farm Credit Bank 4 0%	04/16/19	200,000	200,000	203,565
400M Fed Home Loan Bank 2 0%	11/26/18	400,000	-	-
200M Fed Home Loan Bank Stepup 2.0%	10/26/18	200,000	200,000	200,215
500M Fed Farm Credit Bank 3 0%	09/28/18	500,000	-	-
200M Fed Home Loan Bank 2.0%	01/12/18	200,000	-	-
700M Fed Home Loan Bank 2 150%	12/14/17	-	700,000	701,219
500M Fed Home Loan Bank 2 0%	09/06/17	-	500,000	501,761
100M Fed Home Loan Banks 2 0%	07/12/17	100,000	100,000	102,128
500M Fed Farm Credit Bank 4.25%	04/17/17	500,000	500,000	572,133
100M Fed Farm Credit Bank 4.25%	01/05/17	99,666	99,666	114,004
250M Fed Home Loan Bank 2.10%	11/18/16	-	250,000	250,454
300M Fed Farm Credit Bank 5.41%	11/07/16	300,000	300,000	301,418
300M Fed Home Loan Bank Stepup 1 00%	09/30/16	-	300,000	298,289
400M Fed Home Loan Bank Stepup 0.750%	09/22/16	-	400,000	398,593
500M Fed Home Loan Bank Stepup 0 625%	09/09/16	-	500,000	499,323
300M Fed Home Loan Bank 1.55%	09/02/16	-	300,000	297,699
400M Fed Farm Credit Bank 3 75%	01/29/16	401,537	401,537	442,611
275M Fed Farm Credit Bank 2 050%	12/21/15	274,931	-	-
300M Fed Home Loan Bank 1.20%	11/30/15	-	300,000	298,992
200M Fed Home Loan Bank 1 0%	07/27/15	200,000	200,000	201,450
300M Fed Home Loan Bank 1 5%	06/30/15	300,000	-	-
200M Fed Farm Credit Bank 2.62%	06/15/15	199,720	-	-
225M Fed Farm Credit Bank 2 95%	04/27/15	225,000	-	-
75M Fed Farm Credit Bank 1.99%	03/30/15	-	74,850	75,536
150M Fed Home Loan Banks 3 0%	01/20/15	150,000	150,000	150,999
400M Fed Farm Credit Bank 2 7%	12/15/14	400,000	-	-
300M Fed Farm Credit Bank 1.50%	12/08/14	-	295,461	300,469
300M Fed Home Loan Bank 1.30%	10/21/14	-	300,000	300,118
100M Fed Farm Credit Bank 3.0%	09/22/14	99,947	99,947	106,853
100M Fed Home Loan Bank 2.05%	06/17/14	100,000	-	-
200M Fed Home Loan Bank 1 25%	12/31/13	200,000	-	-
200M Fed Home Loan Bank 1.02%	12/13/13	199,900	-	-
50M Fed Home Loan Banks 0.50%	06/26/13	-	49,373	50,092
200M Fed Farm Credit Bank 1.0%	06/17/13	200,000	-	-
205M Fed Home Loan Bank Sys 3.875%	06/14/13	200,482	200,480	217,077
100M Fed Farm Credit Bank 2 5%	01/14/13	99,944	99,944	102,731
150M Fed Farm Credit Bank 1 875%	12/07/12	149,957	149,957	152,712
200M Fed Home Loan Bank 1 25%	11/16/12	200,000	-	-
300M Fed Farm Credit Bank 0.35%	10/02/12	-	300,000	299,961
100M USTN 4 25%	09/30/12	100,867	100,867	104,027
300M Fed Home Loan Bank 1 5%	07/24/12	301,168	-	-
75M Fed Farm Credit Bank 0.30%	06/15/12	-	74,633	75,016
200M Fed Home Loan Bank 2.25%	06/11/12	200,000	200,000	202,723
300M Fed Home Loan Bank 0.25%	05/23/12	-	300,110	299,966
100M Fed Farm Credit Bank 4 35%	11/21/11	100,000	100,000	100,565
300M Fed Home Loan Bank 1 6%	10/28/11	300,000	300,000	300,310
100M Fed Home Loan Bank 1 125%	06/03/11	100,539	-	-
250M Fed Home Loan Bank 0.54%	06/07/11	250,200	-	-
250M Fed Farm Credit Bank 3%	03/03/11	249,310	-	-
100M Fed Farm Credit Bank 3 75%	12/06/10	100,000	-	-
300M USTN 1 25%	11/30/10	299,888	-	-
Total		9,503,056	8,646,825	8,824,213

**MILLBROOK TRIBUTE GARDEN, INC.**  
**EIN 14-1340079**  
**Corporate Stocks**  
**Form 990-PF Attachment**  
**Year Ended September 30, 2011**  
**Part II, Page 2, Line 10b**

Description	09/30/10 Carrying Value	09/30/11 Carrying Value	09/30/11 Market Value
Regular Account:			
Bank of Millbrook	2,640	2,640	386,278
Northern Trust Company Account:			
Thorndale LCV, LLC	395,344	236,344	491,646
Thorndale S&P 500, LLC	571,570	-	-
Thorndale NTI, LLC	2,571,009	1,140,926	1,599,179
Thorndale DK, LLC	1,602,329	803,471	2,161,902
Thorndale LP, LLC	748,650	817,713	756,325
Thorndale BREP, LLC	281,275	453,402	538,521
Thorndale Fir Tree, LLC	642,827	716,025	850,266
Thorndale RT, LLC	234,321	253,504	335,191
Thorndale TYGH, LLC	191,942	217,077	247,135
Thorndale WB, LLC	332,778	386,052	560,353
Thorndale WSI, LLC	374,195	380,252	575,101
Thorndale Westminster, LLC	779,392	914,749	991,498
Thorndale ECM, LLC	709,856	546,658	718,672
TACA (Thorne), LLC	1,500,000	1,500,000	2,113,802
TACA (Thorne) II, LLC	2,500,000	2,500,000	3,313,417
Thorndale KNS, LLC	1,250,875	1,236,295	1,306,516
TZP, LLC	-	300,000	1,173,705
Thorndale HIL, LLC	-	1,002,469	1,217,912
GOGO INC.	-	1,000,000	1,402,618
BTIP Aircell 2008, LLC	1,499,779	1,499,779	1,769,926
BTIP MLI, LLC	638,810	748,810	232,216
BTIP MIL II, LLC	-	400,000	399,851
LL Fund Offshore Partnership	-	1,500,000	1,642,484
<b>Total Northern Trust Company Account</b>	<b>16,824,952</b>	<b>18,553,526</b>	<b>24,398,236</b>
<b>Total</b>	<b>16,827,592</b>	<b>18,556,166</b>	<b>24,784,514</b>

Asset Id	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period	
<b>Group: BATH HOUSE AND BLDGS</b>												
57	BUILDINGS	1/01/75	2,374 61	0 00	0 00	2,374 61	0 00	2,374 61	0 00	S/L	25 0	
59	GARAGE & MAINT BLDG	1/01/83	52,306 90	0 00	0 00	52,306 90	0 00	52,306 90	0 00	S/L	25 0	
60	ELECTICAL WIRING & SHELV	1/01/84	3,378 04	0 00	0 00	3,378 04	0 00	3,378 04	0 00	S/L	15 0	
62	CHAIN LINK FENCE	2/01/87	1,267 00	0 00	0 00	1,267 00	0 00	1,267 00	0 00	S/L	15 0	
63	SMALL POOL EQUIPM T BLDG	6/01/87	10,500 00	0 00	0 00	6,114 04	262 50	6,376 54	4,123 46	S/L	40 0	
64	ELECTRICAL IMPROVMTS	7/01/87	1,676 38	0 00	0 00	1,676 38	0 00	1,676 38	0 00	S/L	15 0	
65	STORAGE SHED CONCRETE FL	9/01/87	8,500 00	0 00	0 00	8,500 00	0 00	8,500 00	0 00	S/L	15 0	
66	OLD MAINT SHED CONCRETE I	11/01/87	2,550 00	0 00	0 00	2,550 00	0 00	2,550 00	0 00	S/L	10 0	
68	SHED ROOF	1/01/77	424 52	0 00	0 00	424 52	0 00	424 52	0 00	S/L	8 0	
69	STORAGE BARN REPAIRS	1/31/92	6,915 73	0 00	0 00	6,915 73	0 00	6,915 73	0 00	S/L	15 0	
70	WELL WATER SYSTEM	9/10/98	2,940 35	0 00	0 00	2,450 25	196 02	2,646 27	294 08	S/L	15 0	
118	BATH HOUSE ADDITION	10/15/98	41,170 45	0 00	0 00	12,623 82	1,055 65	13,679 47	27,490 98	S/L	39 0	
128	Drinking Fountain	6/13/00	456 17	0 00	0 00	456 17	0 00	456 17	0 00	S/L	5 0	
129	Roof	12/22/99	2,932 26	0 00	0 00	2,932 26	0 00	2,932 26	0 00	S/L	10 0	
151	FURNACE/FUEL OIL TANK/WA	8/14/03	8,470 00	0 00	0 00	3,035 08	423 50	3,458 58	5,011 42	S/L	20 0	
<b>BATH HOUSE AND BLDGS</b>			<b>145,862 41</b>	<b>0 00c</b>	<b>0 00</b>	<b>107,004 80</b>	<b>1,937 67</b>	<b>108,942 47</b>	<b>36,919 94</b>			
<b>Group: BUILDINGS- MERRIT AVE COT</b>												
50	COTTAGE	1/01/72	20,744 28	0 00	0 00	20,744 28	0 00	20,744 28	0 00	S/L	33 3	
51	IMPROVEMENTS	1/01/83	3,122 86	0 00	0 00	3,122 86	0 00	3,122 86	0 00	S/L	15 0	
52	BLACKTOP	7/01/84	1,000 00	0 00	0 00	1,000 00	0 00	1,000 00	0 00	S/L	10 0	
53	KITCHEN LINOLEUM	5/01/88	749 75	0 00	0 00	749 75	0 00	749 75	0 00	S/L	10 0	
54	GARAGE ROOF	6/01/89	950 00	0 00	0 00	950 00	0 00	950 00	0 00	S/L	10 0	
55	COTTAGE ROOF	1/01/72	1,288 73	0 00	0 00	1,288 73	0 00	1,288 73	0 00	S/L	8 0	
56	IMPROVEMENTS	1/09/98	3,157 03	0 00	0 00	1,028 74	80 95	1,109 69	2,047 34	S/L	39 0	
152	HOUSE RENOVATION	6/17/03	24,278 69	0 00	0 00	7,040 84	971 15	8,011 99	16,266 70	S/L	25 0	
153	WASHER & DRYER	6/25/03	1,590 00	0 00	0 00	1,590 00	0 00	1,590 00	0 00	S/L	7 0	
169	WATER HEATER	1/28/04	1,579 90	0 00	0 00	702 20	105 33	807 53	772 37	S/L	15 0	
180	HEATING SYSTEM	10/31/05	9,423 45	0 00	0 00	1,853 29	376 94	2,230 23	7,193 22	S/L	25 0	
<b>BUILDINGS- MERRIT AVE COT</b>			<b>67,884 69</b>	<b>0 00c</b>	<b>0 00</b>	<b>40,070 69</b>	<b>1,534 37</b>	<b>41,605 06</b>	<b>26,279 63</b>			
<b>Group: LAND</b>												
117	LAND	1/01/68	165,053 95	0 00	0 00	0 00	0 00	0 00	165,053 95	Memo	0 0	
187	LAND IMPVT - OLD POOL DEM	2/16/06	2,770 00	0 00	0 00	0 00	0 00	0 00	2,770 00	Land	0 0	
<b>LAND</b>			<b>167,823 95</b>	<b>0 00c</b>	<b>0 00</b>	<b>0 00</b>	<b>0 00</b>	<b>0 00</b>	<b>167,823 95</b>			
<b>Group: MACHINERY AND EQUIPMENT</b>												
96	YORK MODEL STONE RAKE	9/01/88	518 00	0 00	0 00	518 00	0 00	518 00	0 00	S/L	5 0	
97	5' CART	1/01/73	179 00	0 00	0 00	179 00	0 00	179 00	0 00	S/L	5 0	
111	LOCK MOWER W/ SULKY	7/01/85	5,600 00	0 00	0 00	5,600 00	0 00	5,600 00	0 00	S/L	5 0	
120	LEAF BLOWER	10/05/98	850 00	0 00	0 00	850 00	0 00	850 00	0 00	200DB	7 0	
125	1998 Scag Commercial Mower	6/13/00	4,000 00	0 00	0 00	4,000 00	0 00	4,000 00	0 00	S/L	7 0	
134	PRESSURE WASHER	10/19/00	700 00	0 00	0 00	700 00	0 00	700 00	0 00	S/L	7 0	

Asset Id	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = C	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period
<b>Group: MACHINERY AND EQUIPMENT (continued)</b>											
135	LADDER	1/04/01	259.99	0.00	0.00	259.99	0.00	259.99	0.00	S/L	7.0
136	AIR COMPRESSOR	3/12/01	379.99	0.00	0.00	379.99	0.00	379.99	0.00	S/L	7.0
140	LEAF BLOWER	10/24/01	485.00	0.00	0.00	485.00	0.00	485.00	0.00	S/L	7.0
141	POWER PAINTER	8/09/02	99.99	0.00	0.00	99.99	0.00	99.99	0.00	S/L	7.0
143	CAB CADET MOWER	7/27/02	7,200.00	0.00	0.00	7,200.00	0.00	7,200.00	0.00	S/L	7.0
154	HEDGE TRIMMER	10/04/02	299.00	0.00	0.00	299.00	0.00	299.00	0.00	S/L	7.0
155	AUGER	4/30/03	795.00	0.00	0.00	795.00	0.00	795.00	0.00	S/L	7.0
165	STANDING MOWER STAND	3/22/04	255.00	0.00	0.00	236.79	18.21	255.00	0.00	S/L	7.0
166	CHAINSAW	4/28/04	255.00	0.00	0.00	233.76	21.24	255.00	0.00	S/L	7.0
167	TRIMMER/WEEDWACKER	8/05/04	300.00	0.00	0.00	264.30	35.70	300.00	0.00	S/L	7.0
168	TERRAIN VEHICLE	9/22/04	10,299.00	0.00	0.00	6,179.40	1,029.90	7,209.30	3,089.70	S/L	10.0
171	2005 CHEVY DUMP TRUCK	5/31/05	24,056.00	0.00	0.00	24,056.00	0.00	24,056.00	0.00	S/L	5.0
172	BLOWER	9/29/05	575.48	0.00	0.00	411.05	82.21	493.26	82.22	S/L	7.0
182	ADI 7000 GPH PUMPS (3)	10/12/05	824.89	0.00	0.00	589.20	117.84	707.04	117.85	S/L	7.0
183	SNOWBLOWER	1/19/06	2,049.00	0.00	0.00	1,365.98	292.71	1,658.69	390.31	S/L	7.0
188	PUSH MOWER	3/26/07	429.00	0.00	0.00	214.51	61.29	275.80	153.20	S/L	7.0
189	PRESSURE WASHER	3/26/07	650.00	0.00	0.00	325.01	92.86	417.87	232.13	S/L	7.0
190	TRACTOR LAWN MOVER	7/24/07	9,358.00	0.00	0.00	4,233.39	1,336.86	5,570.25	3,787.75	S/L	7.0
201	GENERATOR	5/28/08	1,275.00	0.00	0.00	424.99	182.14	607.13	667.87	S/L	7.0
202	LEAF BOX	9/12/08	4,950.00	0.00	0.00	1,473.21	707.14	2,180.35	2,769.65	S/L	7.0
212	COMPRESSOR	2/06/09	2,863.95	0.00	0.00	681.90	409.14	1,091.04	1,772.91	S/L	7.0
221	SNOW PLOW	12/30/09	2,680.00	0.00	0.00	287.14	382.86	670.00	2,010.00	S/L	7.0
226	PUSH LEAF BLOWER	10/25/10	2,169.06	0.00c	0.00	0.00	284.04	284.04	1,885.02	S/L	7.0
227	WEED WACKER	5/04/11	409.00	0.00c	0.00	0.00	24.35	24.35	384.65	S/L	7.0
228	HEDGE TRIMMER	6/30/11	309.99	0.00c	0.00	0.00	11.07	11.07	298.92	S/L	7.0
			<b>85,074.34</b>	<b>0.00c</b>	<b>0.00</b>	<b>62,342.60</b>	<b>5,089.56</b>	<b>67,432.16</b>	<b>17,642.18</b>		

<b>Group: PARKS &amp; PROJECTS-IMPRMNTS</b>											
Asset Id	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = C	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period
1	PARKING LOT	1/01/83	34,802.75	0.00	0.00	34,802.75	0.00	34,802.75	0.00	S/L	10.0
2	FLOOD LIGHTING MONUMENT	1/01/83	1,198.15	0.00	0.00	1,198.15	0.00	1,198.15	0.00	S/L	10.0
3	CONCRETE WALKS	1/01/81	10,185.00	0.00	0.00	10,185.00	0.00	10,185.00	0.00	S/L	10.0
4	CONCRETE WALKS	1/01/82	50,372.50	0.00	0.00	50,372.50	0.00	50,372.50	0.00	S/L	10.0
5	CONCRETE WALKS	1/01/83	33,844.00	0.00	0.00	33,844.00	0.00	33,844.00	0.00	S/L	10.0
6	CONCRETE WALKS	1/01/84	19,375.00	0.00	0.00	19,375.00	0.00	19,375.00	0.00	S/L	10.0
7	CHAINLINK FENCE AND GATE:	1/01/83	14,900.00	0.00	0.00	14,900.00	0.00	14,900.00	0.00	S/L	10.0
8	PARK BENCHES	1/01/83	1,154.26	0.00	0.00	1,154.26	0.00	1,154.26	0.00	S/L	10.0
9	PARK BENCHES AND INSTALL,	1/01/83	4,598.67	0.00	0.00	4,598.67	0.00	4,598.67	0.00	S/L	10.0
10	TRASH BASKETS	1/01/84	3,666.92	0.00	0.00	3,666.92	0.00	3,666.92	0.00	S/L	10.0
11	BLACK TOP	1/01/84	3,107.20	0.00	0.00	3,107.20	0.00	3,107.20	0.00	S/L	10.0
12	PARK CATCH BASINS	1/01/84	1,150.00	0.00	0.00	1,150.00	0.00	1,150.00	0.00	S/L	10.0
13	PATIO ON GREEN	6/01/85	2,400.00	0.00	0.00	2,400.00	0.00	2,400.00	0.00	S/L	10.0
14	CURBING	6/01/85	4,632.50	0.00	0.00	4,632.50	0.00	4,632.50	0.00	S/L	10.0
15	BLACK TOP	10/01/85	20,737.40	0.00	0.00	2,741.00	0.00	20,737.40	0.00	S/L	10.0
16	BLACK TOP	11/01/85	2,741.00	0.00	0.00	2,741.00	0.00	2,741.00	0.00	S/L	19.0
17	PARK SIDEWALK STEPS AND N	9/01/86	27,800.00	0.00	0.00	27,800.00	0.00	27,800.00	0.00	S/L	19.0
18	CEMENT WORK	7/01/87	5,131.76	0.00	0.00	5,131.76	0.00	5,131.76	0.00	S/L	15.0
19	WROUGHT IRON FENCE	9/01/87	15,500.00	0.00	0.00	15,500.00	0.00	15,500.00	0.00	S/L	15.0

Asset Id	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period	
<b>Group: PARKS &amp; PROJECTS- IMPRMTS (continued)</b>												
20	LITTER RECEPTACLES	5/01/88	2,093.62	0.00	0.00	2,093.62	0.00	2,093.62	0.00	S/L	50	
21	LAYPIPE AND HOOKUP LIGHT	5/01/88	821.75	0.00	0.00	821.75	0.00	821.75	0.00	S/L	70	
22	LANDSCAPING	5/01/88	6,685.00	0.00	0.00	6,685.00	0.00	6,685.00	0.00	S/L	100	
23	LANDSCAPING	9/01/88	7,979.85	0.00	0.00	7,979.85	0.00	7,979.85	0.00	S/L	100	
24	BRICK RESTORATION	8/01/89	33,650.00	0.00	0.00	33,650.00	0.00	33,650.00	0.00	S/L	200	
25	NEW WAR MEMORIAL	9/01/90	11,902.40	0.00	0.00	11,902.40	0.00	11,902.40	0.00	S/L	150	
26	PROJECT ON GREEN	1/01/68	4,789.79	0.00	0.00	4,789.79	0.00	4,789.79	0.00	S/L	100	
27	STORM SEWER	1/01/74	1,625.00	0.00	0.00	1,625.00	0.00	1,625.00	0.00	S/L	100	
28	PARKING LOT PAVING	1/01/69	20,500.00	0.00	0.00	20,500.00	0.00	20,500.00	0.00	S/L	100	
29	PARKING LOT PAVING- BANK	1/01/69	18,900.00	0.00	0.00	18,900.00	0.00	18,900.00	0.00	S/L	100	
30	FLOOD LIGHTING PARK	1/01/74	1,584.35	0.00	0.00	1,584.35	0.00	1,584.35	0.00	S/L	100	
31	FLOOD LIGHTING PARKING LC	1/01/75	640.80	0.00	0.00	640.80	0.00	640.80	0.00	S/L	100	
32	BRIDGE RESTORATION	1/01/75	4,405.87	0.00	0.00	4,405.87	0.00	4,405.87	0.00	S/L	100	
33	RELOCATE FRONT ENTRANCE	1/01/76	3,000.00	0.00	0.00	3,000.00	0.00	3,000.00	0.00	S/L	100	
34	NORTHERN SPRUCE TREES	1/01/79	3,330.00	0.00	0.00	3,330.00	0.00	3,330.00	0.00	S/L	100	
35	GRAVEL PLAYGROUND	1/01/82	1,550.62	0.00	0.00	1,550.62	0.00	1,550.62	0.00	S/L	60	
36	WROUGHT IRON RAILINGS	2/01/88	4,640.16	0.00	0.00	4,640.16	0.00	4,640.16	159.84	S/L	150	
37	BRIDGE REPAIRS	1/31/92	3,254.79	0.00	0.00	3,254.79	0.00	3,254.79	0.00	S/L	150	
38	BRIDGE REPAIRS	4/30/92	1,323.58	0.00	0.00	1,323.58	0.00	1,323.58	0.00	S/L	150	
39	BRIDGE REPAIRS	9/30/92	4,258.51	0.00	0.00	4,258.51	0.00	4,258.51	0.00	S/L	150	
40	LANDSCAPING	6/10/94	11,000.00	0.00	0.00	11,000.00	0.00	11,000.00	0.00	S/L	150	
41	LOUDSPEAKER SOUND SYSTEM	6/15/94	6,542.43	0.00	0.00	6,542.43	0.00	6,542.43	0.00	S/L	150	
42	PLAYGROUND EQUIPMENT	10/15/95	39,145.85	0.00	0.00	39,145.85	0.00	39,145.85	0.00	S/L	70	
43	LANDSCAPING	5/01/96	10,248.00	0.00	0.00	9,906.40	341.60	10,248.00	0.00	S/L	150	
44	LANDSCAPING	9/15/96	6,030.00	0.00	0.00	5,829.00	201.00	6,030.00	0.00	S/L	150	
45	SIDEWALKS	8/01/96	30,661.80	0.00	0.00	29,639.74	1,022.06	30,661.80	0.00	S/L	150	
46	LITTER RECEPTICLES	3/26/97	2,384.00	0.00	0.00	2,384.00	0.00	2,384.00	0.00	S/L	70	
47	AMERICAN FLAG	4/25/97	225.00	0.00	0.00	225.00	0.00	225.00	0.00	S/L	70	
48	LANDSCAPING	6/01/97	11,825.00	0.00	0.00	10,543.92	788.33	11,332.25	492.75	S/L	150	
49	WELL	6/08/98	3,100.00	0.00	0.00	2,583.37	206.67	2,790.04	309.96	S/L	150	
119	WATER IRRIGATION SYSTEM	7/15/99	2,950.59	0.00	0.00	2,275.45	174.23	2,449.68	500.91	150DB	150	
121	Flag	5/09/00	219.00	0.00	0.00	219.00	0.00	219.00	0.00	S/L	70	
122	Site Furnishings	5/22/00	4,239.23	0.00	0.00	4,239.23	0.00	4,239.23	0.00	S/L	70	
123	Equipment	6/29/00	1,585.56	0.00	0.00	1,585.56	0.00	1,585.56	0.00	S/L	70	
124	Water Irrigation System	11/16/99	11,442.54	0.00	0.00	11,442.54	0.00	11,442.54	0.00	S/L	100	
130	GARBAGE RECEPTACLE	1/02/01	507.55	0.00	0.00	507.55	0.00	507.55	0.00	S/L	70	
131	PLAYGROUND EQUIPMENT	5/16/01	1,677.31	0.00	0.00	1,677.31	0.00	1,677.31	0.00	S/L	70	
132	FLAG	6/21/01	200.00	0.00	0.00	200.00	0.00	200.00	0.00	S/L	100	
137	MAPLE TREE	10/03/01	482.63	0.00	0.00	434.34	48.29	482.63	0.00	S/L	70	
138	SIGN	10/24/01	316.39	0.00	0.00	316.39	0.00	316.39	0.00	S/L	70	
139	PLAYGROUND EQUIPMENT	5/09/02	3,643.48	0.00	0.00	3,643.48	0.00	3,643.48	0.00	S/L	70	
142	BENCH & POST W/COOL MISTE	8/16/02	3,405.19	0.00	0.00	2,752.54	340.52	3,093.06	312.13	S/L	100	
144	PARK IMPVTS - PLAYGROUND	10/11/02	3,976.00	0.00	0.00	2,120.56	265.07	2,385.63	1,590.37	S/L	150	
145	TREES	8/14/03	1,086.04	0.00	0.00	518.87	72.40	591.27	494.77	S/L	150	
146	LANDSCAPING	8/14/03	13,197.50	0.00	0.00	6,305.45	879.83	7,185.28	6,012.22	S/L	150	
147	POND DRAINAGE PROJECT	8/26/03	16,913.00	0.00	0.00	7,986.67	1,127.53	11,114.20	7,798.80	S/L	150	
148	BLACK TOPPING PROJECTS	9/02/03	21,855.00	0.00	0.00	10,320.42	1,457.00	11,777.42	10,077.58	S/L	150	
149	PLAYGROUND EQUIPMENT	7/14/03	4,692.24	0.00	0.00	4,692.24	0.00	4,692.24	0.00	S/L	70	
150	WATER MAIN CONSTRUCTION	7/07/03	4,270.74	0.00	0.00	1,032.11	142.36	1,174.47	3,096.27	S/L	300	

Asset Id	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt.	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr.	Tax Net Book Value	Tax Method	Tax Period	
<b>Group: PARKS &amp; PROJECTS- IMPRMTS (continued)</b>												
159	2 PONDS & WATERFALL	6/09/04	48,400.00	0.00	0.00	7,859.86	1,241.03	9,100.89	39,299.11	S/L	39.0	
160	GAZEBO	8/26/04	4,329.36	0.00	0.00	2,633.72	432.94	3,066.66	1,262.70	S/L	10.0	
161	4 TREES	8/31/04	2,300.00	0.00	0.00	358.73	58.97	417.70	1,882.30	S/L	39.0	
162	PLAYGROUND EQUIPMENT	7/26/04	810.00	0.00	0.00	713.55	96.45	810.00	0.00	S/L	7.0	
163	IMPROVEMENTS - WATER LINI	5/10/04	1,442.08	0.00	0.00	925.35	144.21	1,069.56	372.52	S/L	10.0	
164	FLAGPOLE	4/30/04	500.00	0.00	0.00	320.83	50.00	370.83	129.17	S/L	10.0	
170	POND PROJECT/MATERIALS &	7/13/04	4,480.71	0.00	0.00	718.06	114.89	832.95	3,647.76	S/L	39.0	
174	STONE WALL	8/03/05	9,107.66	0.00	0.00	3,137.10	607.18	3,744.28	5,363.38	S/L	15.0	
175	GAZEBO SIDEWALK AND WAL	9/15/05	2,935.00	0.00	0.00	994.66	195.67	1,190.33	1,744.67	S/L	15.0	
176	PARK BATHROOM IMPVTS	8/24/05	2,240.05	0.00	0.00	1,138.72	224.01	1,362.73	877.32	S/L	10.0	
177	2 TREES	10/12/04	1,150.00	0.00	0.00	176.94	29.49	206.43	943.57	S/L	39.0	
178	2 TREES	6/08/05	984.00	0.00	0.00	134.56	25.23	159.79	824.21	S/L	39.0	
179	PARKING LOT - FRIENDLY LAN	9/27/06	125,958.00	0.00	0.00	33,588.80	8,397.20	41,986.00	83,972.00	S/L	15.0	
184	TRASH RECEPTACLES	4/05/06	2,001.00	0.00	0.00	1,286.37	285.86	1,572.23	428.77	S/L	7.0	
185	PICNIC TABLES	5/18/06	1,104.00	0.00	0.00	683.41	157.71	841.12	262.88	S/L	7.0	
186	PICNIC TABLES	3/21/06	1,669.00	0.00	0.00	1,072.93	238.43	1,311.36	357.64	S/L	7.0	
192	FLAG	1/16/07	360.00	0.00	0.00	188.58	51.43	240.01	119.99	S/L	7.0	
193	BATHROOM TOILETS & SINK	7/10/07	3,500.00	0.00	0.00	758.32	233.33	991.65	2,508.35	S/L	15.0	
194	WALKWAY	7/10/07	4,550.00	0.00	0.00	985.82	303.33	1,289.15	3,260.85	S/L	15.0	
195	FENCING	7/19/07	3,875.00	0.00	0.00	818.05	258.33	1,076.38	2,798.62	S/L	15.0	
196	PARKING LOTS	7/31/07	67,700.00	0.00	0.00	14,292.21	4,513.33	18,805.54	48,894.46	S/L	15.0	
197	TREES	9/21/07	4,697.25	0.00	0.00	361.32	120.44	481.76	4,215.49	S/L	39.0	
198	4 HEMLOCK TREES	6/15/07	4,200.00	0.00	0.00	358.97	107.69	466.66	3,733.34	S/L	39.0	
199	1 MAPLE TREE	11/13/06	3,250.00	0.00	0.00	326.38	83.33	409.71	2,840.29	S/L	39.0	
200	SPRINKLER SYSTEM	7/29/08	7,696.61	0.00	0.00	833.80	384.83	1,218.63	6,477.98	S/L	20.0	
203	CARETAKER'S HOUSE IMPVTS	7/17/08	22,114.15	0.00	0.00	1,197.84	552.85	1,750.69	20,363.46	S/L	40.0	
204	STREET LIGHTS	7/08/08	29,169.34	0.00	0.00	4,375.40	1,944.62	6,320.02	22,849.32	S/L	15.0	
205	2 SPYROSILIDES	7/24/08	6,193.05	0.00	0.00	1,916.89	884.72	2,801.61	3,391.44	S/L	7.0	
206	PARKING LOT PAVING	7/28/08	39,000.00	0.00	0.00	8,450.00	3,900.00	12,350.00	26,650.00	S/L	10.0	
207	PARKING LOT ELECTRICAL WC	7/29/08	12,015.92	0.00	0.00	1,735.63	801.06	2,536.69	9,479.23	S/L	15.0	
209	GAZEBO	7/24/08	6,505.12	0.00	0.00	1,409.44	650.51	2,059.95	4,445.17	S/L	10.0	
210	STONE WALL	7/30/09	19,920.00	0.00	0.00	1,549.33	1,328.00	2,877.33	17,042.67	S/L	15.0	
211	ELECTRICAL WORK	6/10/09	55,851.55	0.00	0.00	1,909.45	1,432.09	3,341.54	52,510.01	S/L	39.0	
213	WATER FOUNTAIN	6/17/09	10,998.36	0.00	0.00	916.53	733.22	1,649.75	9,348.61	S/L	15.0	
214	SEPTIC SYSTEM	7/30/09	7,291.00	0.00	0.00	425.31	364.55	789.86	6,501.14	S/L	20.0	
215	4 MAPLE TREES	11/01/08	4,300.00	0.00	0.00	211.33	110.26	321.59	3,978.41	S/L	39.0	
216	BRIDGE & STAIRS	6/02/10	31,170.00	0.00	0.00	692.67	2,078.00	2,770.67	28,399.33	S/L	15.0	
217	PARK ELECTRICAL WORK	12/15/09	13,490.66	0.00	0.00	288.26	345.91	634.17	12,856.49	S/L	39.0	
218	SWINGS ETC	5/20/10	6,933.92	0.00	0.00	330.19	990.56	1,320.75	5,613.17	S/L	7.0	
219	PARKING LOT CATCH BASIN	8/03/10	5,800.00	0.00	0.00	48.33	290.00	338.33	5,461.67	S/L	20.0	
220	TREES	7/15/10	10,186.00	0.00	0.00	65.29	261.18	326.47	9,859.53	S/L	39.0	
222	3 MAPLE TREES	11/01/10	11,027.10	0.00c	0.00	0.00	259.18	259.18	10,767.92	S/L	39.0	
223	ELECTRICAL PANEL	7/12/11	4,435.71	0.00c	0.00	0.00	28.43	28.43	4,407.28	S/L	39.0	
224	PLAYGROUND IMPROVEMENT	5/15/11	10,631.00	0.00c	0.00	0.00	295.31	295.31	10,335.69	S/L	15.0	
			<b>1,228,487.71</b>	<b>0.00c</b>	<b>0.00</b>	<b>674,491.55</b>	<b>42,672.65</b>	<b>717,164.20</b>	<b>511,323.51</b>			
<b>PARKS &amp; PROJECTS- IMPRMTS</b>												

Asset Id	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period	
<b>Group: SVC STATION &amp; EQUIPMT</b>												
71	SERVICE STATION	1/01/78	27,500.00	0.00	0.00	27,500.00	0.00	27,500.00	0.00	S/L	20.0	
72	ROOF AND CEILING	10/01/80	3,822.94	0.00	0.00	3,822.94	0.00	3,822.94	0.00	S/L	10.0	
73	COMPUTER PUMPS	7/01/81	1,185.00	0.00	0.00	1,185.00	0.00	1,185.00	0.00	S/L	10.0	
74	IMPROVEMENTS	1/01/83	1,025.00	0.00	0.00	1,025.00	0.00	1,025.00	0.00	S/L	10.0	
75	ROOF AND IMPROVEMENTS	3/01/84	3,175.00	0.00	0.00	3,175.00	0.00	3,175.00	0.00	S/L	10.0	
76	SIDING, STORMS AND DOORS	8/01/85	5,790.00	0.00	0.00	5,790.00	0.00	5,790.00	0.00	S/L	15.0	
77	SIDING, STORMS AND DOORS	10/01/85	6,631.00	0.00	0.00	6,631.00	0.00	6,631.00	0.00	S/L	19.0	
78	CIRCUIT PANELS	8/01/86	552.05	0.00	0.00	552.05	0.00	552.05	0.00	S/L	19.0	
79	LANDSCAPING	8/01/86	2,086.20	0.00	0.00	2,086.20	0.00	2,086.20	0.00	S/L	10.0	
80	BLACKTOPPING & EXCAVATION	9/01/86	7,788.00	0.00	0.00	7,788.00	0.00	7,788.00	0.00	S/L	19.0	
81	FUEL OIL TANK & LINERS	9/01/86	700.21	0.00	0.00	700.21	0.00	700.21	0.00	S/L	12.0	
82	GASOLINE STORAGE TANKS	9/01/86	39,770.00	0.00	0.00	39,770.00	0.00	39,770.00	0.00	S/L	12.0	
83	STEEL DOOR AND INSTALLATION	11/01/86	854.00	0.00	0.00	509.73	21.35	531.08	322.92	S/L	40.0	
84	LANDSCAPING	11/01/86	1,085.80	0.00	0.00	1,085.80	0.00	1,085.80	0.00	S/L	15.0	
85	FURNACE	4/01/87	2,403.91	0.00	0.00	2,403.91	0.00	2,403.91	0.00	S/L	15.0	
86	ROOF IMPROVEMENTS	11/01/89	1,121.96	0.00	0.00	1,121.96	0.00	1,121.96	0.00	S/L	10.0	
87	BATHROOM IMPROVEMENTS	6/01/90	4,252.55	0.00	0.00	4,252.55	0.00	4,252.55	0.00	S/L	10.0	
88	BLACKTOPPING	8/01/90	1,200.00	0.00	0.00	1,200.00	0.00	1,200.00	0.00	S/L	10.0	
89	EQUIPMENT	1/01/78	1.00	0.00	0.00	1.00	0.00	1.00	0.00	S/L	1.0	
90	WINDOWS	3/11/93	4,619.33	0.00	0.00	4,619.33	0.00	4,619.33	0.00	S/L	7.0	
91	EQUIPMENT	7/11/97	14,500.00	0.00	0.00	14,500.00	0.00	14,500.00	0.00	200DB	7.0	
92	ROOF IMPROVEMENTS	7/25/97	2,450.00	0.00	0.00	829.75	62.82	892.57	1,557.43	S/L	39.0	
93	ELECTRONIC LEAK DETECTION	4/17/98	5,880.00	0.00	0.00	5,880.00	0.00	5,880.00	0.00	S/L	7.0	
133	SERVICE STATION TANKS & IS	3/03/01	31,009.00	0.00	0.00	19,811.34	2,067.27	21,878.61	9,130.39	S/L	15.0	
156	ROOF IMPROVEMENTS	10/02/03	22,100.00	0.00	0.00	10,313.31	1,473.33	11,786.64	10,313.36	S/L	15.0	
157	IMPROVEMENTS	11/06/03	8,867.96	0.00	0.00	4,089.13	591.20	4,680.33	4,187.63	S/L	15.0	
158	OIL TANK & IMPROVEMENTS	8/10/04	10,741.54	0.00	0.00	4,415.95	716.10	5,132.05	5,609.49	S/L	15.0	
173	GARAGE BAY	1/10/05	4,700.00	0.00	0.00	1,801.65	313.33	2,114.98	2,585.02	S/L	15.0	
181	NEW FLOOR	2/16/06	5,700.00	0.00	0.00	1,741.67	380.00	2,121.67	3,578.33	S/L	15.0	
191	NEW GAS PUMP TERMINALS	1/31/07	41,882.60	0.00	0.00	10,237.96	2,792.17	13,030.13	28,852.47	S/L	15.0	
208	CREDIT CARD PUMP EQUIPMENT	10/23/07	1,481.64	0.00	0.00	288.10	98.78	386.88	1,094.76	S/L	15.0	
225	TANK AND PIPING UPGRADE	9/30/11	15,000.00	0.00c	0.00	0.00	0.00	0.00	15,000.00	Memo	0.0	
<b>SVC STATION &amp; EQUIPMT</b>			<b>279,876.69</b>	<b>0.00c</b>	<b>0.00</b>	<b>189,128.54</b>	<b>8,516.35</b>	<b>197,644.89</b>	<b>82,231.80</b>			
<b>Grand Total</b>			<b>1,975,009.79</b>	<b>0.00c</b>	<b>0.00</b>	<b>1,073,038.18</b>	<b>59,750.60</b>	<b>1,132,788.78</b>	<b>842,221.01</b>			

Form **8868**  
(Rev. January 2011)

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

OMB No 1545-1709

Department of the Treasury  
Internal Revenue Service

▶ **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](http://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

<b>Type or print</b>	Name of exempt organization <b>MILLBROOK TRIBUTE GARDEN, INC.</b>	Employer identification number <b>14-1340079</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions <b>P. O. BOX D</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>MILLBROOK NY 12545</b>	

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

**D'ARCANGELO & CO., LLP  
140 CHURCH STREET**

- The books are in the care of ▶ **MILLBROOK** Telephone No ▶ **845-677-6823** FAX No ▶ NY 12545
- 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 **05/15/12**, to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶  calendar year or

▶  tax year beginning **10/01/10**, and ending **09/30/11**

**2** If this tax year entered in line 1 is for less than 12 months, check reason  Initial return  Final return  Change in accounting period

<b>3a</b> 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	<b>3a</b>	\$	<b>14,768</b>
<b>b</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	<b>3b</b>	\$	<b>43,800</b>
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>3c</b>	\$	<b>0</b>

**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

**For Paperwork Reduction Act Notice, see Instructions.**