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

Treated as a Private Foundation

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning 12/01, 2010, and ending 11/30, 2011

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

THE MILLSTREAM FUND, INC.
C/O BOND BEEBE, P.C.

A Employer identification number

52-1472819

Number and street (or P O box number if mail is not delivered to street address)

4600 EAST-WEST HIGHWAY

Room/suite

900

B Telephone number (see page 10 of the instructions)

() -

City or town, state, and ZIP code

BETHESDA, MD 20814-3423

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 4,626,283.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)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 ☐**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)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	400,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	180.	180.		
4 Dividends and interest from securities	54,096.	54,096.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	404,786.			
b Gross sales price for all assets on line 6a 3,422,300.				
7 Capital gain net income (from Part IV, line 2)		404,786.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	859,062.	459,062.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 1	3,700.	740.	0.	0.
c Other professional fees (attach schedule) *	38,095.	38,095.		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	1,820.	195.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 4	749.			
24 Total operating and administrative expenses. Add lines 13 through 23	44,364.	39,030.	0.	0.
25 Contributions, gifts, grants paid	888,886.			888,886.
26 Total expenses and disbursements. Add lines 24 and 25	933,250.	39,030.	0.	888,886.
27 Subtract line 26 from line 12	-74,188.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		420,032.		
c Adjusted net income (if negative, enter -0-)				

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

* ATCH 2 JSA ** ATCH 3

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	51,227.	164,017.	164,017.
	2 Savings and temporary cash investments	501,154.	107,342.	107,342.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule),			
	b Investments - corporate stock (attach schedule) ATCH 5	3,901,585.	4,108,419.	4,354,924.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,453,966.	4,379,778.	4,626,283.	
Liabilities	17 Accounts payable and accrued expenses	0.	0.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	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	4,453,966.	4,379,778.	
	30 Total net assets or fund balances (see page 17 of the instructions)	4,453,966.	4,379,778.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,453,966.	4,379,778.		

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	4,453,966.
2 Enter amount from Part I, line 27a	2	-74,188.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,379,778.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,379,778.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	404,786.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.			3		

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.

(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	714,570.	3,385,413.	0.211073
2008	445,088.	1,998,353.	0.222727
2007	299,050.	2,752,582.	0.108643
2006	288,000.	3,241,815.	0.088839
2005	295,399.	2,656,215.	0.111211
2 Total of line 1, column (d)		2	0.742493
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	0.148499
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		4	4,739,346.
5 Multiply line 4 by line 3		5	703,788.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	4,200.
7 Add lines 5 and 6		7	707,988.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.		8	888,886.

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

1 a 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 ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	4,200.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	4,200.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,200.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,088.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	7,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		8,588.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		4,388.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input checked="" type="checkbox"/> 4,388. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		
• By language in the governing instrument, or		
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> DE,		
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 ATTACHMENT 6		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses ATTACHMENT 7	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of PHOEBE JANE WINTHROP Telephone no 202-338-1542			
	Located at 3722 BENTON ST., N.W. WASHINGTON, DC ZIP + 4 20007			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 N/A	16	Yes	No X

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"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years N/A		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	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 N/A		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 8		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 ☐ NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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 NONE -----	
2 -----	
All other program-related investments. See page 24 of the instructions.	
3 NONE -----	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,441,515.
b	Average of monthly cash balances	1b	370,004.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	4,811,519.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,811,519.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	72,173.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,739,346.
6	Minimum investment return. Enter 5% of line 5	6	236,967.

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	236,967.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,200.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,200.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	232,767.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	232,767.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	232,767.

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	888,886.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	888,886.
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	4,200.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	884,686.

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				232,767.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08 20 07 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005 166,290.				
b From 2006 135,016.				
c From 2007 161,685.				
d From 2008 345,494.				
e From 2009 547,059.				
f Total of lines 3a through e	1,355,544.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 888,886.				
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				232,767.
e Remaining amount distributed out of corpus	656,119.			
5 Excess distributions carryover applied to 2010 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	2,011,663.			
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				
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)	166,290.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,845,373.			
10 Analysis of line 9				
a Excess from 2006 135,016.				
b Excess from 2007 161,685.				
c Excess from 2008 345,494.				
d Excess from 2009 547,059.				
e Excess from 2010 656,119.				

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

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

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

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

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

HOPE ALDRICH

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

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

c Any submission deadlines

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<div>a Paid during the year</div> <div>SEE SCHEDULE ATTACHED</div>	NONE			888,886.
<div>Total</div>			▶ 3a	888,886.
<div>b Approved for future payment</div>				
<div>Total</div>			▶ 3b	

Form 990-PF (2010)

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization

THE MILLSTREAM FUND, INC.
C/O BOND BEEBE, P.C.

Employer identification number

52-1472819

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization **THE MILLSTREAM FUND, INC.**
C/O BOND BEEBE, P.C.

Employer identification number
52-1472819

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HOPE ALDRICH C/O BOND BEEBE, P.C. 4600 E-W HIGHWAY BETHESDA, MD 20814-3423	\$ 400,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,422,301.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 3,017,515.				P	VARIOUS 404,786.	VARIOUS
TOTAL GAIN (LOSS)							<u>404,786.</u>	

PART XV, LINE 3A
SUPPORT SCHEDULE

THE MILLSTREAM FUND, INC

TAX I D # 52-1472819

CONTRIBUTIONS MADE DURING THE PERIOD DECEMBER 1, 2010 THROUGH NOVEMBER 30, 2011

<u>Donee</u>	<u>Date</u>	<u>Amount</u>	<u>Street Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	<u>Purpose</u>	<u>Type of Charity</u>
Asian Cultural Council	04/28/11	25,000 00	6 West 48th St, 12th Floor	New York	NY	10036-1802	General Support	Public
Bach Choir of Bethlehem	08/16/11	7,500 00	423 Heckewelder Place	Bethlehem	PA	18018	General Support	Public
BayKids	08/16/11	10,000 00	1007 Genl Kennedy Ave Box 10	San Francisco	CA	94129	General Support	Public
Bowers Museum	08/16/11	2,500 00	2002 North Main St	Santa Ana	CA	92706	General Support	Public
Brearley School	08/16/11	3,500 00	610 East 83rd Street	New York	NY	10028-7988	General Support	Public
California State Parks Foundation	08/16/11	2,500 00	50 Francisco St, Ste 110	San Francisco	CA	94133	General Support	Public
Center For Reproductive Rights	08/16/11	10,000 00	120 Wall Street	New York	NY	10005	General Support	Public
Columbia Ctr For Chldrn's Environmentl Hlth	08/16/11	5,000 00	100 Haven Ave Tower III Ste 25F	New York	NY	10032	General Support	Public
Cystinosis Research Foundation	08/16/11	5,000 00	18802 Bardeen Avenue	Irvine	CA	92612	General Support	Public
High Country News Foundation	08/16/11	5,000 00	P O Box 1090	Paonia	CO	81428	Internshp Fnd Campaign	Public
Hoag Hospital Foundation	08/16/11	2,500 00	500 Superior Ave, Ste 350	Newport Beach	CA	92663	General Support	Public
Institute for Policy Studies	08/16/11	5,000 00	1112 16th St NW, Ste 600	Washington	DC	20036	General Support	Public
KCET Public TV	08/16/11	5,000 00	PO Box 469028	Escondido	CA	92406-9028	General Support	Public
KPCC/Southern CA Public Radio	08/16/11	10,000 00	474 South Raymond Ave	Pasadena	CA	91105	General Support	Public
KUNM	08/16/11	10,000 00	Onate Hall, 1 University of NM	Albuquerque	NM	87131-0001	General Support	Public
Link Counseling Center	08/16/11	10,000 00	348 Mt Vernon Highway NE	Atlanta	GA	30328-4139	General Support	Public
Museum of Modern Art	08/16/11	2,500 00	11 West 53rd Street	New York	NY	10019	General Support	Public
NARAL-Pro Choice America Foundation	08/16/11	15,000 00	1156 15th Street N W	Washington	DC	20005	General Support	Public
National Dance Institute of New Mexico	08/16/11	75,000 00	1140 Alto Street	Santa Fe	NM	87501-2596	General Support	Public
National Dance Institute-New York	08/16/11	5,000 00	594 Broadway, Room 805	New York	NY	10012	Santa Fe Residency	Public
Natural Resources Defense Council	08/16/11	10,000 00	40 West 20th Street	New York	NY	10011	General Support	Public
Newport Beach Public Library Foundation	08/16/11	500 00	1000 Avocado Ave	Newport Beach	CA	92660	ProLiteracy Newport/Mesa	Public
Open Hands	08/16/11	15,000 00	2976 Rodeo Park Drive East	Santa Fe	NM	87505	General Support	Public
Oregon Shakespeare Festival	08/16/11	5,000 00	P O Box 158	Ashland	OR	97520-9942	General Support	Public
Pacific Symphony	08/16/11	1,000 00	3631 S Harbor Blvd, Ste 100	Santa Ana	CA	92704-8908	General Support	Public
Philharmonic Society Of Orange County	08/16/11	1,200 00	2082 Business Ctr Dr, Ste 100	Irvine	CA	92612	General Support	Public
Planned Parenthood Federation Of America	08/16/11	50,000 00	434 West 33rd Street	New York	NY	10001	General Support	Public
Planned Parenthood of New Mexico	08/16/11	20,000 00	719 San Mateo N E	Albuquerque	NM	87108	General Support	Public
Planned Parenthood, Orange & San Bernard	08/16/11	5,000 00	700 S Tustin St	Orange	CA	92866	General Support	Public
Population Council	08/16/11	25,000 00	One Dag Hammarskjold Plaza	New York	NY	10017	General Support	Public
Presbyterian Healthcare Foundation	03/22/11	25,000 00	P O Box 26666	Albuquerque	NM	87125-6666	Joint Replacement Program	Public
Progressive, The	08/16/11	1,000 00	409 East Main Street	Madison	WI	53703	General Support	Public
Responsible Wealth	08/16/11	5,000 00	29 Winter Street	Boston	MA	02108	Site Santa Fe	Public
Rockefeller Family Fund	08/16/11	125 000 00	437 Madison Avenue, 37th Floor	New York	NY	10022-7001	General Support	Public
Sangre de Cristo Chorale	08/16/11	500 00	P O Box 4462	Santa Fe	NM	87502-4462	General Support	Public

PART XV, LINE 3A
SUPPORT SCHEDULE

THE MILLSTREAM FUND, INC

TAX I D # 52-1472819

CONTRIBUTIONS MADE DURING THE PERIOD DECEMBER 1, 2010 THROUGH NOVEMBER 30, 2011

<u>Donee</u>	<u>Date</u>	<u>Amount</u>	<u>Street Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	<u>Purpose</u>	<u>Type of Charity</u>
Santa Fe Community Foundation	08/16/11	25,000 00	P O Box 1827	Santa Fe	NM	87504-1827	General Support	Public
Santa Fe Community Orchestra	08/16/11	500 00	551 West Cordova Road, #211	Santa Fe	NM	87505	General Support	Public
ShortGrass Music Festival	08/16/11	500 00	P O Box 121	Cimarron	NM	87714	General Support	Public
SITE Santa Fe	08/16/11	15,000 00	1606 Paseo de Peralta	Santa Fe	NM	87501	General Support	Public
Smith Fund, The	08/16/11	15,000 00	33 Elm Street	Northampton	MA	01063	Alumnae Fund	Public
South Coast Repertory	08/16/11	5,000 00	655 Town Center Drve	Costa Mesa	CA	92626	General Support	Public
Southwest Women's Law Center	08/16/11	2,500 00	804 Alarid Street	Santa Fe	NM	87505	General Support	Public
Stanford University Graduate School of Busin	02/18/11	100,000 00	Knight Mgmt Ctr, 655 Knight Way	Stanford	CA	94305-7298		Public
Stanford University Graduate School of Busin	04/07/11	45,186 00	Knight Mgmt Ctr, 655 Knight Way	Stanford	CA	94305-7298	General Support	Public
Synergos Institute, The	08/16/11	10,000 00	804 Aland Street	Santa Fe	NM	87505	General Support	Public
United Way of Santa Fe County	08/16/11	25,000 00	440 Cerrillos Road, Suite A	Santa Fe	NM	87501	General Support	Public
University of California Berkeley Foundation	02/18/11	100,000 00	121 North Gate Hall # 5860	Berkeley	CA	94720-5860	Berkeley Graduate School of Journalism	Public
Washington Bach Consort	08/16/11	25,000 00	1220 19th Street N W , Suite 300	Washington	DC	20036-2400	General Support	Public
WETA	08/16/11	15,000 00	2775 South Quincy Street	Arlington	VA	22206	General Support	Public
TOTAL GIFTS AND GRANTS PAID		888,886 00						

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2010

Name of estate or trust **THE MILLSTREAM FUND, INC.**

Employer identification number

C/O BOND BEEBE, P.C.

52-1472819

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b

1b

2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824

2

3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts

3

4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss
Carryover Worksheet

4

5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13,
column (3) on the back ▶

5

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b

6b

404,786.

7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824

7

8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts

8

9 Capital gain distributions

9

10 Gain from Form 4797, Part I

10

11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss
Carryover Worksheet

11

12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a,
column (3) on the back ▶

12

404,786.

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

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		404,786.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		404,786.

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero. Caution: Skip this part and complete the worksheet on page 8 of the instructions if • Either line 14b, col (2) or line 14c, col (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.	

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero 18			
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) 19			
20	Add lines 18 and 19 20			
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶ 21			
22	Subtract line 21 from line 20. If zero or less, enter -0- 22			
23	Subtract line 22 from line 17. If zero or less, enter -0- 23			
24	Enter the smaller of the amount on line 17 or \$2,300 24			
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23. 25			
26	Subtract line 25 from line 24. 26			
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31. <input type="checkbox"/> No. Enter the smaller of line 17 or line 22. 27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-) 28			
29	Subtract line 28 from line 27 29			
30	Multiply line 29 by 15% (15) 30			
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 31			
32	Add lines 30 and 31 32			
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 33			
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) 34			

Schedule D (Form 1041) 2010

Employer identification number

52-1472819

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	404,786.
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PART IV
SCHEDULE

Page 1

ACCOUNT THE MILLSTREAM FUND, INC TAX I D # 52-1472819

PRINCIPAL SECURITIES SOLD, LIQUIDATED OR REDEEMED
DURING THE PERIOD DECEMBER 1, 2010 THROUGH NOVEMBER 30, 2011
TOGETHER WITH GAINS REALIZED OR LOSSES INCURRED

Description	Date Acquired	Date Sold	Net Proceeds	Tax Cost	Gain	Loss	Book Value Information		
							Acquis Date	Book Cost	Book Gain (Loss)
ALL CAPITAL GAINS AND LOSSES (SHORT-TERM AND LONG-TERM)									
Bank of America MM Funds sold	12/10-11/11	12/10-11/11	1,103,085.96	1,103,085.96	0.00	0.00	12/10-11/11	1,103,085.96	0.00
265 ABBOTT LABS	02/01/06	12/23/10	12,642.96	11,416.20	1,226.76		02/01/06	11,416.20	1,226.76
400 ABBOTT LABS	01/23/07	12/23/10	19,083.72	21,436.00		(2,352.28)	01/23/07	21,436.00	(2,352.28)
250 ABBOTT LABS	05/09/08	12/23/10	11,927.32	12,961.83		(1,034.51)	05/09/08	12,961.83	(1,034.51)
490 ABBOTT LABS	09/10/09	12/23/10	23,377.55	22,947.70	429.85		09/10/09	22,947.70	429.85
1000 ABBOTT LABS	06/24/10	12/23/10	47,709.29	47,750.00	0.00	(40.71)	06/24/10	47,750.00	(40.71)
235 APACHE CORP	05/31/07	12/23/10	27,804.07	19,112.58	8,691.49		05/31/07	19,112.58	8,691.49
175 APACHE CORP	03/11/09	12/23/10	20,705.16	10,006.35	10,698.81		03/11/09	10,006.35	10,698.81
100 APACHE CORP	06/11/10	12/23/10	11,831.52	9,243.00	2,588.52		06/11/10	9,243.00	2,588.52
400 APACHE CORP	06/24/10	12/23/10	47,326.08	36,068.00	11,258.08		06/24/10	36,068.00	11,258.08
1550 BROADCOM CORP	09/02/09	12/23/10	67,532.94	42,823.71	24,709.23		09/02/09	42,823.71	24,709.23
800 BROADCOM CORP	06/24/10	12/23/10	34,855.71	27,856.00	6,999.71		06/24/10	27,856.00	6,999.71
100 BROADCOM CORP	06/24/10	12/23/10	4,356.96	3,482.00	874.96		06/24/10	3,482.00	874.96
100 BROADCOM CORP	06/24/10	12/23/10	4,356.96	3,482.00	874.96		06/24/10	3,482.00	874.96
66 BROADCOM CORP	06/24/10	12/23/10	2,875.60	2,298.12	577.48		06/24/10	2,298.12	577.48
34 BROADCOM CORP	06/24/10	12/23/10	1,481.37	1,183.88	297.49		06/24/10	1,183.88	297.49
740 CELGENE CORP	07/02/07	12/23/10	43,985.60	42,936.90	1,048.70		07/02/07	42,936.90	1,048.70
120 CELGENE CORP	05/11/09	12/23/10	7,132.80	5,038.48	2,094.32		05/11/09	5,038.48	2,094.32
100 CELGENE CORP	05/11/09	12/23/10	5,944.00	4,198.73	1,745.27		05/11/09	4,198.73	1,745.27
700 CELGENE CORP	06/24/10	12/23/10	41,607.99	38,449.74	3,158.25		06/24/10	38,449.74	3,158.25
1250 DISNEY WALT CO	07/14/05	12/23/10	46,924.20	32,286.37	14,637.83		07/14/05	32,286.37	14,637.83
300 DISNEY WALT CO	01/23/07	12/23/10	11,261.81	10,562.91	698.90		01/23/07	10,562.91	698.90
1200 DISNEY WALT CO	06/24/10	12/23/10	45,047.24	40,344.00	4,703.24		06/24/10	40,344.00	4,703.24
480 KOHLS CORP	09/17/07	12/23/10	25,732.38	26,889.60		(1,157.22)	09/17/07	26,889.60	(1,157.22)
380 KOHLS CORP	01/30/08	12/23/10	20,371.47	16,549.03	3,822.44		01/30/08	16,549.03	3,822.44
300 KOHLS CORP	03/04/10	12/23/10	16,082.74	16,156.97		(74.23)	03/04/10	16,156.97	(74.23)
900 KOHLS CORP	06/24/10	12/23/10	48,248.22	44,744.00	3,504.22		06/24/10	44,744.00	3,504.22
700 MCKESSON CORP	05/13/10	12/23/10	49,545.16	48,013.58	1,531.58		05/13/10	48,013.58	1,531.58
600 MCKESSON CORP	06/24/10	12/23/10	42,467.28	40,508.00	1,959.28		06/24/10	40,508.00	1,959.28
340 ROCKWELL AUTOMATION INC	01/30/08	12/23/10	24,364.02	19,884.44	4,479.58		01/30/08	19,884.44	4,479.58
320 ROCKWELL AUTOMATION INC	11/20/08	12/23/10	22,930.85	8,276.88	14,653.97		11/20/08	8,276.88	14,653.97
500 ROCKWELL AUTOMATION INC	06/24/10	12/23/10	35,829.45	25,472.00	10,357.45		06/24/10	25,472.00	10,357.45
420 STATE STR CORP	03/29/07	12/23/10	19,710.35	27,215.08		(7,504.73)	03/29/07	27,215.08	(7,504.73)
300 STATE STR CORP	09/06/07	12/23/10	14,078.82	18,878.00		(4,799.18)	09/06/07	18,878.00	(4,799.18)
400 STATE STR CORP	12/22/09	12/23/10	18,771.76	17,354.00	1,417.76		12/22/09	17,354.00	1,417.76
300 STATE STR CORP	05/13/10	12/23/10	14,078.82	12,841.94	1,236.88		05/13/10	12,841.94	1,236.88
1000 STATE STR CORP	06/24/10	12/23/10	46,929.40	35,023.00	11,906.40		06/24/10	35,023.00	11,906.40
675 THERMO FISHER SCIENTIFIC CORP	04/03/08	12/23/10	37,407.20	39,075.21		(1,668.01)	04/03/08	39,075.21	(1,668.01)
250 THERMO FISHER SCIENTIFIC CORP	11/20/08	12/23/10	13,854.52	7,671.40	6,183.12		11/20/08	7,671.40	6,183.12
600 THERMO FISHER SCIENTIFIC CORP	06/24/10	12/23/10	33,250.84	30,704.00	2,546.84		06/24/10	30,704.00	2,546.84
2000 TJX COS INC NEW	07/02/10	12/23/10	88,898.69	84,829.00	4,069.69		07/02/10	84,829.00	4,069.69

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ACCOUNT THE MILLSTREAM FUND, INC TAX I D # 52-1472819

PRINCIPAL SECURITIES SOLD, LIQUIDATED OR REDEEMED
DURING THE PERIOD DECEMBER 1, 2010 THROUGH NOVEMBER 30, 2011
TOGETHER WITH GAINS REALIZED OR LOSSES INCURRED

Description	Date Acquired	Date Sold	Net Proceeds	Tax Cost	Gain	Loss	Book Value Information		
							Acquis Date	Book Cost	Book Gain (Loss)
1900 US BANCORP DEL	06/12/09	12/23/10	51,166 51	35,091 86	16,074 65		06/12/09	35,091 86	16,074 65
1500 US BANCORP DEL	06/24/10	12/23/10	40,394 61	34,200 00	6,194 61		06/24/10	34,200 00	6,194 61
1400 WAL-MART STORES INC	11/24/09	12/23/10	74,884 73	76,818 00		(1,933 27)	11/24/09	76,818 00	(1,933 27)
1000 WAL-MART STORES INC	06/24/10	12/23/10	53,489.09	50,170 00	3,319 09		06/24/10	50,170 00	3,319 09
875 AKAMAI TECHNOLOGIES INC	11/04/10	01/20/11	43,815 83	46,820 38		(3,004 55)	11/04/10	46,820 38	(3,004 55)
1100 CANADIAN NAT RES LTD	06/18/10	01/20/11	46,267 64	41,008 00	5,259 64		06/18/10	41,008 00	5,259 64
900 CANADIAN NAT RES LTD	06/24/10	01/20/11	37,855 34	31,524 00	6,331 34		06/24/10	31,524 00	6,331 34
560 CISCO SYS INC	05/25/00	01/20/11	11,636 41	32,445 00		(20,808 59)	05/25/00	32,445 00	(20,808 59)
1285 CISCO SYS INC	01/10/01	01/20/11	26,701 40	46,982 82		(20,281 42)	01/10/01	46,982 82	(20,281 42)
300 CISCO SYS INC	04/06/04	01/20/11	6,233 79	7,394 00		(1,160 21)	04/06/04	7,394 00	(1,160 21)
1500 CISCO SYS INC	01/03/05	01/20/11	31,168 95	29,220 00	1,948 95		01/03/05	29,220 00	1,948 95
100 CISCO SYS INC	05/14/07	01/20/11	2,077 93	2,687 00		(609 07)	05/14/07	2,687 00	(609 07)
615 CISCO SYS INC	02/08/08	01/20/11	12,779 27	14,543 52		(1,764 25)	02/08/08	14,543 52	(1,764 25)
2200 CISCO SYS INC	06/24/10	01/20/11	45,714 46	49,961 92		(4,247 46)	06/24/10	49,961 92	(4,247 46)
100 CISCO SYS INC	06/24/10	01/20/11	2,077 93	2,271 00		(193 07)	06/24/10	2,271 00	(193 07)
100 CISCO SYS INC	06/24/10	01/20/11	2,077 93	2,271 00		(193 07)	06/24/10	2,271 00	(193 07)
100 CISCO SYS INC	06/24/10	01/20/11	2,077 93	2,271 00		(193 07)	06/24/10	2,271 00	(193 07)
100 CISCO SYS INC	06/24/10	01/20/11	2,077 93	2,271 00		(193 07)	06/24/10	2,271 00	(193 07)
100 CISCO SYS INC	06/24/10	01/20/11	2,077 93	2,271 00		(193 07)	06/24/10	2,271 00	(193 07)
100 CISCO SYS INC	06/24/10	01/20/11	2,077 93	2,271 00		(193 07)	06/24/10	2,271 00	(193 07)
50 CISCO SYS INC	06/24/10	01/20/11	1,038 96	1,135 50		(96 54)	06/24/10	1,135 50	(96 54)
50 CISCO SYS INC	06/24/10	01/20/11	1,038 96	1,135 50		(96 54)	06/24/10	1,135 50	(96 54)
300 COACH INC	04/03/08	01/20/11	16,054 13	9,711 33	6,342 80		04/03/08	9,711 33	6,342 80
900 COACH INC	03/27/09	01/20/11	48,162 39	15,802 20	32,360 19		03/27/09	15,802 20	32,360.19
900 COACH INC	06/24/10	01/20/11	48,162 39	35,676 00	12,486 39		06/24/10	35,676 00	12,486.39
1100 COOPER INDS PLC	07/01/09	01/20/11	65,091 02	35,288 00	29,803 02		07/01/09	35,288 00	29,803 02
800 COOPER INDS PLC	06/24/10	01/20/11	47,338 93	37,601 00	9,737 93		06/24/10	37,601 00	9,737 93
700 GOODRICH CORP	05/05/10	01/20/11	62,347 73	51,862 95	10,484 78		05/05/10	51,862 95	10,484 78
500 GOODRICH CORP	06/24/10	01/20/11	44,534 09	34,507 94	10,026 15		06/24/10	34,507 94	10,026 15
900 JACOBS ENGR GROUP INC DEL	10/15/09	01/20/11	44,297 87	40,694 00	3,603 87		10/15/09	40,694 00	3,603 87
700 JACOBS ENGR GROUP INC DEL	06/24/10	01/20/11	34,453 89	27,584 00	6,869 89		06/24/10	27,584 00	6,869 89
500 INTERNATIONAL BUSINESS MACHS	07/02/07	01/28/11	80,218 45	52,445 00	27,773 45		07/02/07	52,445 00	27,773 45
475 PEPSICO INC	01/23/07	01/28/11	30,901 12	30,893 05	8 07		01/23/07	30,893 05	8 07
325 PEPSICO INC	04/09/07	01/28/11	21,142 87	20,529 14	613 73		04/09/07	20,529 14	613 73
400 GOLDMAN SACHS GROUP INC	12/23/10	02/10/11	66,244 72	67,102 00		(857 28)	12/23/10	67,102 00	(857 28)
1950 EXPEDITORS INTL WASHINGTON INC	11/04/10	02/24/11	93,422 70	100,373 57		(6,950 87)	11/04/10	100,373 57	(6,950 87)
2355 EMC CORP	06/10/09	03/23/11	61,959 33	30,308 85	31,650 48		06/10/09	30,308 85	31,650 48
345 EMC CORP	06/24/10	03/23/11	9,076 84	6,441 15	2,635 69		06/24/10	6,441 15	2,635 69
250 PROCTER & GAMBLE CO	05/01/06	04/21/11	15,760 78	14,615 00	1,145 78		05/01/06	14,615 00	1,145 78
50 PROCTER & GAMBLE CO	01/23/07	04/21/11	3,152 15	3,280 50		(128 35)	01/23/07	3,280 50	(128 35)
110 QUALCOMM INC	02/07/05	04/21/11	6,255 59	3,983 10	2,272 49		02/07/05	3,983 10	2,272 49
390 QUALCOMM INC	07/14/05	04/21/11	22,178 91	13,790 40	8,388 51		07/14/05	13,790 40	8,388 51

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ACCOUNT THE MILLSTREAM FUND, INC TAX I D # 52-1472819

PRINCIPAL SECURITIES SOLD, LIQUIDATED OR REDEEMED
DURING THE PERIOD DECEMBER 1, 2010 THROUGH NOVEMBER 30, 2011
TOGETHER WITH GAINS REALIZED OR LOSSES INCURRED

Description	Date Acquired	Date Sold	Net Proceeds	Tax Cost	Gain	Loss	Book Value Information		
							Acquis Date	Book Cost	Book Gain (Loss)
245 UNITED TECHNOLOGIES CORP	03/05/04	04/21/11	21,171 68	11,026 58	10,145 10		03/05/04	11,026 58	10,145 10
355 UNITED TECHNOLOGIES CORP	04/09/07	04/21/11	30,677 32	23,114 37	7,562 95		04/09/07	23,114 37	7,562 95
2300 WESTERN UNION CO	01/26/09	04/21/11	49,058 28	33,155 65	15,902 63		01/26/09	33,155 65	15,902 63
90 GOOGLE INC	06/10/09	04/26/11	47,934 08	38,666 97	9,267 11		06/10/09	38,666 97	9,267 11
10 GOOGLE INC	06/10/09	04/26/11	5,326 01	4,295 83	1,030 18		06/10/09	4,295 83	1,030 18
200 INTERNATIONAL BUSINESS MACHS	07/02/07	04/26/11	33,655 95	20,978 00	12,677 95		07/02/07	20,978 00	12,677 95
50 INTERNATIONAL BUSINESS MACHS	11/07/08	04/26/11	8,413 99	4,268 79	4,145 20		11/07/08	4,268 79	4,145 20
300 CME GROUP INC	12/23/10	05/16/11	90,074 74	97,738 40		(7,663 66)	12/23/10	97,738 40	(7,663 66)
250 PROCTER & GAMBLE CO	01/23/07	05/16/11	16,689 68	16,402 50	287 18		01/23/07	16,402 50	287 18
325 PROCTER & GAMBLE CO	04/25/07	05/16/11	21,696 58	20,674 50	1,022 08		04/25/07	20,674 50	1,022 08
850 PROCTER & GAMBLE CO	06/24/10	05/16/11	56,744 91	51,875 50	4,869 41		06/24/10	51,875 50	4,869 41
600 INTUIT	12/23/10	06/01/11	32,312 95	29,940 60	2,372 35		12/23/10	29,940 60	2,372 35
300 ROSS STORES INC	01/20/11	06/01/11	24,485 14	19,566 27	4,918 87		01/20/11	19,566 27	4,918 87
80 INTERNATIONAL BUSINESS MACHS	11/07/08	06/16/11	13,026 27	6,830 07	6,196 20		11/07/08	6,830 07	6,196 20
600 INTERNATIONAL BUSINESS MACHS	06/24/10	06/16/11	97,697 00	76,806 00	20,891 00		06/24/10	76,806 00	20,891 00
510 QUALCOMM INC	07/14/05	06/16/11	26,968 35	18,033 60	8,934 75		07/14/05	18,033 60	8,934 75
600 QUALCOMM INC	05/26/06	06/16/11	31,727 47	27,517 42	4,210 05		05/26/06	27,517 42	4,210 05
190 QUALCOMM INC	07/09/08	06/16/11	10,047 03	8,994 51	1,052 52		07/09/08	8,994 51	1,052 52
0 UNITEDHEALTH GROUP INC	06/24/10	06/16/11	322 17	0 00	322 17		06/24/10	0 00	322 17
0 ENRON CORP	07/09/08	06/24/11	1,679 48	0 00	1,679 48		07/09/08	0 00	1,679 48
400 CHECK POINT SOFTWARE TECH LTD	11/04/10	08/31/11	21,702 66	17,344 62	4,358 04		11/04/10	17,344 62	4,358 04
220 ALLERGAN INC	11/04/10	09/07/11	17,968 09	16,190 72	1,777 37		11/04/10	16,190 72	1,777 37
200 BARD C R INC	12/23/10	09/07/11	18,738 03	18,675 99	62 04		12/23/10	18,675 99	62 04
120 BECTON DICKINSON & CO	11/04/10	09/07/11	9,505 53	9,427 96	77 57		11/04/10	9,427 96	77 57
390 EMERSON ELEC CO	09/22/08	09/07/11	17,308 56	16,889 46	419 10		09/22/08	16,889 46	419 10
175 TEVA PHARMACEUTICAL INDS LTD	01/06/10	09/07/11	7,006 94	10,060 75		(3,053 81)	01/06/10	10,060 75	(3,053 81)
125 TEVA PHARMACEUTICAL INDS LTD	01/06/10	09/07/11	5,004 95	7,186 25		(2,181 30)	01/06/10	7,186 25	(2,181 30)
100 TEVA PHARMACEUTICAL INDS LTD	01/06/10	09/07/11	4,003 96	5,749 00		(1,745 04)	01/06/10	5,749 00	(1,745 04)
185 WESTERN UNION CO	01/26/09	09/12/11	2,872 99	2,666 87	206 12		01/26/09	2,666 87	206 12
1700 WESTERN UNION CO	06/24/10	09/12/11	26,400 49	26,588 00		(187 51)	06/24/10	26,588 00	(187 51)
900 BARD C R INC	12/23/10	09/26/11	77,434 51	84,041 95		(6,607 44)	12/23/10	84,041 95	(6,607 44)
1030 BECTON DICKINSON & CO	11/04/10	11/11/11	76,033 13	80,923 36		(4,890 23)	11/04/10	80,923 36	(4,890 23)
1800 ILLINOIS TOOL WKS INC	12/23/10	11/11/11	84,723 37	96,390 00		(11,666 63)	12/23/10	96,390 00	(11,666 63)
TOTAL ALL MONEY MARKET FUNDS			1,103,085 96	1,103,085 96	0 00	0 00		1,103,085 96	0 00
TOTAL ALL STOCKS			3,422,300 40	3,017,514 80	524,701 98	(119,916 38)		3,017,514 80	404,785 60
TOTAL ALL BONDS			0 00	0 00	0 00	0 00		0 00	0 00
TOTAL ALL SALES			4,525,386 36	4,120,600 76	524,701 98	(119,916 38)		4,120,600 76	404,785 60
NET ALL SALES						404,785 60			

THE MILLSTREAM FUND, INC. TAX I.D. # 52-1472819

STATEMENT OF ASSETS AS OF NOVEMBER 30, 2011

Weight	Description	Quantity	Unit Cost	Book Value/ Cost Basis	Price	11/30/11 Value
** Equities **						
2.44%	ACCENTURE PLC	1,950	51.44	100,314.51	57.93	112,964
0.95%	AKAMAI TECHNOLOGIES INC	1,525	50.14	76,470.54	28.91	44,088
2.41%	ALLERGAN INC	1,330	73.59	97,880.28	83.72	111,348
2.08%	ALTERA CORP	2,550	38.78	98,901.36	37.67	96,059
2.55%	AMERICAN TOWER CORP	2,000	49.59	99,179.00	59.00	118,000
1.67%	AMPHENOL CORP NEW	1,700	52.68	89,556.00	45.33	77,061
1.62%	BMC SOFTWARE INC	2,100	48.90	102,684.86	35.66	74,886
1.84%	BROADCOM CORP	2,800	40.42	113,166.12	30.35	84,966
0.98%	BUNGE LTD	725	70.11	50,832.22	62.50	45,313
2.03%	CHECK POINT SOFTWARE TECH LTD	1,700	44.55	75,734.38	55.34	94,078
1.16%	CHICAGO BRDG & IRON CO N V	1,300	40.02	52,025.91	41.35	53,755
1.30%	CONTINENTAL RES INC	850	60.56	51,475.58	70.59	60,002
2.40%	COSTCO WHSL CORP NEW	1,300	72.13	93,766.66	85.30	110,890
1.58%	COVIDIEN PLC	1,600	47.63	76,208.00	45.55	72,880
1.41%	DECKERS OUTDOOR CORP	600	91.84	55,106.00	108.95	65,367
2.18%	DISCOVERY COMMUNICATIONS INC	2,400	42.47	101,926.32	41.98	100,752
2.66%	DONALDSON INC	1,800	59.21	106,579.37	68.35	123,030
2.47%	ECOLAB INC	2,000	49.73	99,460.00	57.02	114,040
2.91%	EMC CORP	5,855	20.00	117,099.85	23.01	134,724
1.77%	EMERSON ELEC CO	1,570	43.94	68,991.85	52.25	82,033
1.87%	EXPRESS SCRIPTS INC	1,900	37.92	72,042.94	45.65	86,735
1.00%	FLIR SYS INC	1,725	29.54	50,956.33	26.86	46,334
1.90%	GILEAD SCIENCES INC	2,200	36.26	79,770.90	39.85	87,670
3.76%	GOOGLE INC	290	469.12	136,044.83	599.39	173,823
1.55%	HERBALIFE LTD	1,300	32.37	42,082.97	55.30	71,890
1.61%	INTUIT	1,400	49.90	69,861.40	53.24	74,536
1.77%	JOHNSON CTLS INC	2,600	38.82	100,937.64	31.48	81,848
1.87%	JUNIPER NETWORKS INC	3,800	33.61	127,700.70	22.71	86,298
2.48%	MCDONALDS CORP	1,200	77.00	92,395.00	95.52	114,624
1.15%	MONSANTO CO	725	70.36	51,008.83	73.45	53,251
1.08%	NATIONAL OILWELL VARCO INC	700	70.15	49,102.20	71.70	50,190
2.60%	NIKE INC	1,250	55.71	69,641.92	96.18	120,225
2.61%	NORFOLK SOUTHERN CORP	1,600	63.54	101,663.00	75.54	120,864
2.01%	NU SKIN ENTERPRISES INC	1,950	40.19	78,372.00	47.74	93,093
3.26%	OCCIDENTAL PETE CORP DEL	1,525	87.04	132,735.44	98.90	150,823
2.13%	PEPSICO INC	1,540	60.19	92,696.59	64.00	98,560
3.09%	PRAXAIR INC	1,400	95.48	133,672.00	102.00	142,800
1.72%	PRICE T ROWE GROUP INC	1,400	63.70	89,175.52	56.76	79,464
2.03%	QUALCOMM INC	1,710	35.70	61,051.12	54.80	93,708
0.89%	ROBERT HALF INTL INC	1,550	32.97	51,100.87	26.49	41,060
2.36%	ROSS STORES INC	1,225	65.77	80,566.59	89.09	109,135
2.20%	SCHLUMBERGER LTD	1,350	74.52	100,606.43	75.33	101,696
1.37%	TEVA PHARMACEUTICAL INDS LTD	1,600	54.16	86,659.67	39.61	63,376
2.52%	UNITED TECHNOLOGIES CORP	1,520	67.55	102,682.49	76.60	116,432
1.88%	VARIAN MED SYS INC	1,400	70.64	98,895.97	62.23	87,122
2.10%	VISA INC	1,000	74.13	74,134.85	96.97	96,970
1.21%	WATERS CORP	700	79.72	55,804.00	80.00	56,000
1.73%	WELLS FARGO & CO	3,100	32.16	99,697.84	25.86	80,166
94.13%	Security Totals			4,108,418.85		4,354,924
** Cash and Money Funds **						
2.32%	CUSTODY BANK OF AMERICA SAVG ACCT			107,341.87		107,342
3.55%	BANK OF AMERICA CHECKING			164,016.77		164,017
5.87%				271,358.64		271,359
100.00%	Portfolio Totals			4,379,777.49		4,626,283

ATTACHMENT 1

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PLANNING AND PREPARATION	3,700.	740.		
TOTALS	<u>3,700.</u>	<u>740.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CUSTODY FEES	2,867.	2,867.
ADVISORY FEES	35,228.	35,228.
TOTALS	<u>38,095.</u>	<u>38,095.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FRANCHISE TAX	25.	
EXCISE TAX	1,600.	
FOREIGN TAX W/H ON DIVIDENDS	195.	195.
TOTALS	<u>1,820.</u>	<u>195.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
CORPORATION FILING FEES	649.
CHECKBOOK SUPPLY	100.
TOTALS	<u>749.</u>

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

SEE ATTACHMENT

4,108,419.

4,354,924.

TOTALS

4,108,419.

4,354,924.

THE MILLSTREAM FUND, INC.

52-1472819

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 7

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
HOPE ALDRICH C/O BOND BEEBE, P.C. 4600 E-W HIGHWAY BETHESDA, MD 20814-3423	09/02/2011	400,000.
TOTAL CONTRIBUTION AMOUNTS		<u>400,000.</u>

THE MILLSTREAM FUND, INC.

52-1472819

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

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
HOPE ALDRICH C/O BOND BEEBE, P.C. 4600 EAST WEST HIGHWAY BETHESDA, MD 20814-3423	PRESIDENT 1.00	0.	0.	0.
PHOEBE JANE WINTHROP 3722 BENTON STREET, N.W. WASHINGTON, DC 20007	SECRETARY 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Enter filer's identifying number, see instructions	
	THE MILLSTREAM FUND, INC. C/O BOND BEEBE, P.C.	<input checked="" type="checkbox"/> Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions	<input type="checkbox"/> Social security number (SSN)	
	4600 EAST-WEST HIGHWAY		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions		
	BETHESDA, MD 20814-3423		

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

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	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► PHOEBE JANE WINTHROP

Telephone No ► 202 338-1542

FAX No ► _____

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 07/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year 20 ____ or
- ☒ tax year beginning 12/01, 20 10, and ending 11/30, 20 11

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	8,588.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,088.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	7,500.

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 Privacy Act and Paperwork Reduction Act Notice, see Instructions

Form **8868** (Rev. 1-2012)

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

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

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions THE MILLSTREAM FUND, INC. C/O BOND BEEBE, P.C.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 52-1472819
	Number, street, and room or suite no. If a P.O. box, see instructions 4600 EAST-WEST HIGHWAY	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BETHESDA, MD 20814-3423	

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☒ 4

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

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

- The books are in the care of ☒ PHOEBE JANE WINTHROP
Telephone No. ☒ 202 338-1542 FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 10/15, 2012
- 5 For calendar year 2010, or other tax year beginning 12/01/2010, and ending 11/30, 2011.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO ASSEMBLE THE INFORMATION IN ORDER TO
FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	8,588.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	8,588.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	

Signature and Verification must be completed for Part II only.

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

Signature ☒ Thomas R. R... Title ☒ CRA Date ☒ 7/6/12

Form 8868 (Rev. 1-2012)