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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

2011

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 2011 or tax year beginning **10/01/11**, and ending **09/30/12**

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 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

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

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) **\$ 43,719,445** (Part I, column (d) must be on cash basis)

J Accounting method Cash Accrual
 Other (specify)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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	882	882		
4	Dividends and interest from securities	459,372	458,664		
5a	Gross rents	8,721	8,721		
b	Net rental income or (loss)	-8,018			
6a	Net gain or (loss) from sale of assets not on line 10	1,311,290			
b	Gross sales price for all assets on line 6a	14,753,806			
7	Capital gain net income (from Part IV, line 2)		1,311,290		
8	Net short-term capital gain		0		
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) STMT 1	-17,711	-17,711		
12	Total. Add lines 1 through 11	1,762,554	1,761,846	0	
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages	76,056			76,056
15	Pension plans, employee benefits	32,435			32,435
16a	Legal fees (attach schedule) SEE STMT 2	1,587	1,587		
b	Accounting fees (attach schedule) STMT 3	18,600	9,300		9,300
c	Other professional fees (attach schedule) STMT 4	1,640			1,640
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	6,388			6,388
19	Depreciation (attach schedule) and depletion STMT 6	78,340	27,216		
20	Occupancy	18,032	18,032		
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att. sch) STMT 7	370,849	208,654		109,475
24	Total operating and administrative expenses. Add lines 13 through 23	603,927	264,789	0	235,294
25	Contributions, gifts, grants paid	1,345,000			1,345,000
26	Total expenses and disbursements. Add lines 24 and 25	1,948,927	264,789	0	1,580,294
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-186,373			
b	Net investment income (if negative, enter -0-)		1,497,057		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

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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		23,591	18,818	18,818
	2	Savings and temporary cash investments		1,651,777	169,333	169,333
	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 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) STMT 8		8,646,825	9,732,521	9,898,506
	b	Investments—corporate stock (attach schedule) SEE STMT 9		18,656,166	19,537,672	29,828,980
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶ STMT 10	520,407 188,068	108,512	332,339	671,794
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶ STMT 11	1,659,589 919,064	733,709	740,525	1,979,495
15	Other assets (describe ▶ SEE STATEMENT 12)		2,049,536	1,152,519	1,152,519	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		31,870,116	31,683,727	43,719,445	
Liabilities	17	Accounts payable and accrued expenses		39	23	
	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)		39	23		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>					
	24	Unrestricted		31,870,077	31,683,704	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input 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					
30	Total net assets or fund balances (see instructions)		31,870,077	31,683,704		
31	Total liabilities and net assets/fund balances (see instructions)		31,870,116	31,683,727		

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 31,870,077
2	Enter amount from Part I, line 27a	2 -186,373
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 31,683,704
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 31,683,704

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 WORKSHEET			
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) FMV 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)	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	1,311,290
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 instructions) If (loss), enter -0- in Part I, line 8		3	1,306,183

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))
2010	1,364,500	33,676,386	0.040518
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

2 Total of line 1, column (d)	2	0.256621
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	0.051324
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	36,165,905
5 Multiply line 4 by line 3	5	1,856,179
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,971
7 Add lines 5 and 6	7	1,871,150
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	8	1,592,718

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter. (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	29,941
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	29,941
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	29,941
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	29,032
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,666
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	30,698
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	757
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 757 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input 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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ D'ARCANGELO & CO., LLP 140 CHURCH STREET Located at ▶ MILLBROOK NY Telephone no ▶ 845-677-6823 ZIP+4 ▶ 12545			
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 2011, 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 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 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? N/A	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 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 2011 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 2011) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 instructions)? Yes No **N/A**

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870

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

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

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 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 13				

2 Compensation of five highest-paid employees (other than those included on line 1—see 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 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 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	12,424
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ▶	12,424

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	34,839,032
b	Average of monthly cash balances	1b	1,704,568
c	Fair market value of all other assets (see instructions)	1c	173,055
d	Total (add lines 1a, b, and c)	1d	36,716,655
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	36,716,655
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	550,750
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	36,165,905
6	Minimum investment return. Enter 5% of line 5	6	1,808,295

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,808,295
2a	Tax on investment income for 2011 from Part VI, line 5	2a	29,941
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	29,941
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,778,354
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,778,354
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,778,354

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,580,294
b	Program-related investments—total from Part IX-B	1b	12,424
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,592,718
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 instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,592,718

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,778,354
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			30,430	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,592,718				
a Applied to 2010, but not more than line 2a			30,430	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				1,562,288
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (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:				
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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				216,066
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see 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 2011, 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		Prior 3 years		(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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 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 14

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 SEE STATEMENT 15				1,345,000
Total			▶ 3a	1,345,000
b Approved for future payment N/A				
Total			▶ 3b	

790 MILLBROOK TRIBUTE GARDEN, INC.

14-1340079

FYE: 9/30/2012

Federal Statements

Form 990-PF - General Footnote

Description

Capital Gains and Losses for Tax on Investment Income

Form **990-PF****2011**

For calendar year 2011, or tax year beginning

10/01/11, and ending 09/30/12

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 HOME LOAN BK STEPUP 2.0%	P	VARIOUS	10/26/11
(2) 300M FED HOME LOAN BK 1.6% 10/28/11	P	VARIOUS	10/28/11
(3) 200M FED HOME LOAN BK STEPUP 2.00%	P	VARIOUS	10/31/11
(4) 300M FED FARM CREDIT BK .35% 10/2/12	P	VARIOUS	11/02/11
(5) 300M FED FARM CR BK 5.41% 11/7/16	P	VARIOUS	11/07/11
(6) 300M FED HOME LOAN BK 1.3% 10/21/14	P	VARIOUS	11/16/11
(7) 250M FED HOME LOAN BK 2.1% 11/18/16	P	VARIOUS	11/18/11
(8) 100M FED FARM CR BK 4.35% 11/21/11	P	VARIOUS	11/21/11
(9) 300M FED FARM CR BK 1.5% 12/8/14	P	VARIOUS	12/08/11
(10) 400M FED HOME LOAN BK STEPUP 2.25%	P	VARIOUS	12/30/11
(11) 150M FED HOME LOAN BK 3.0% 1/20/15	P	VARIOUS	01/20/12
(12) 700M FED HOME LOAN BK 2.15% 12/14/17	P	VARIOUS	01/25/12
(13) 150M FED HOME LOAN BK 1.55% 9/2/16	P	VARIOUS	01/30/12
(14) 300M FED HOME LOAN BK 1.2% 11/30/15	P	VARIOUS	02/06/12
(15) 200M FED HOME LOAN BK 1.1% 10/5/15	P	VARIOUS	02/13/12

(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		300,000	
(3) 200,000		200,000	
(4) 300,000		300,000	
(5) 300,000		300,000	
(6) 300,000		300,000	
(7) 250,000		250,000	
(8) 100,000		100,000	
(9) 300,000		295,459	4,541
(10) 400,000		400,000	
(11) 150,000		150,000	
(12) 700,000		700,000	
(13) 300,000		300,000	
(14) 300,000		300,000	
(15) 200,000		200,000	

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)			
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			4,541
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Capital Gains and Losses for Tax on Investment Income

Form 990-PF	2011
For calendar year 2011, or tax year beginning	10/01/11, and ending 09/30/12

Name MILLBROOK TRIBUTE GARDEN, INC.	Employer Identification Number 14-1340079
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(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) 300M FED FARM CR BK 0.875% 2/17/15	P	VARIOUS	02/17/12
(2) 500M FED HOME LOAN BK 2.0% 9/6/17	P	VARIOUS	03/06/12
(3) 85M FED FARM CR BK 2.24% 12/19/18	P	VARIOUS	03/19/12
(4) 400M FED HOME LOAN BK 0.75% 9/22/16	P	VARIOUS	03/22/12
(5) 75M FED FARM CR BK 1.99% 3/30/15	P	VARIOUS	03/30/12
(6) 200M FED FARM CR BK 4.0% 4/16/19	P	VARIOUS	04/16/12
(7) 600M FED HOME LOAN BK 0.5% 10/19/15	P	VARIOUS	04/19/12
(8) 400M FED NAT MORT ASSO .60% 10/24/13	P	VARIOUS	04/24/12
(9) 400M FED HOME LOAN BK .55% 2/28/14	P	VARIOUS	04/26/12
(10) 200M FED HOME LOAN BK 1.56% 7/27/15	P	VARIOUS	04/27/12
(11) 300M FED HOME LOAN BK 0.25% 5/23/12	P	VARIOUS	05/23/12
(12) 215M FED HOME LOAN BK 1.25% 11/28/18	P	VARIOUS	05/29/12
(13) 200M FED HOME LOAN BK 2.25% 6/11/12	P	VARIOUS	06/11/12
(14) 500M FED HOME LOAN BK 0.625% 9/9/16	P	VARIOUS	06/11/12
(15) 400M FED FARM CR BK 2.37% 9/14/20	P	VARIOUS	06/14/12

(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) 300,000		299,841	159
(2) 500,000		500,000	
(3) 85,000		85,000	
(4) 400,000		400,000	
(5) 75,000		74,850	150
(6) 200,000		200,000	
(7) 600,000		600,000	
(8) 400,000		399,960	40
(9) 400,000		400,000	
(10) 200,000		200,000	
(11) 300,000		300,110	-110
(12) 215,000		215,000	
(13) 200,000		200,000	
(14) 500,000		500,000	
(15) 475,000		473,813	1,187

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))
(1)			159
(2)			
(3)			
(4)			
(5)			150
(6)			
(7)			
(8)			40
(9)			
(10)			
(11)			-110
(12)			
(13)			
(14)			
(15)			1,187

Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

2011

For calendar year 2011, or tax year beginning **10/01/11** and ending **09/30/12**

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) 75M FED FARM CR BK 0.30% 6/15/12	P	VARIOUS	06/15/12
(2) 500M FED HOME LOAN BK 2.48% 11/3/20	P	VARIOUS	06/27/12
(3) 300M FED HOME LOAN BK STEPUP 1.0%	P	VARIOUS	07/02/12
(4) 250M FED HOME LOAN BK 1.2% 11/7/16	P	VARIOUS	07/06/12
(5) 160M FED HOME LOAN BK 1.75% 2/22/19	P	VARIOUS	07/19/12
(6) 700M FED HOME LOAN BK 1.0% 2/22/19	P	VARIOUS	07/23/12
(7) 640M FED HOME LOAN BK 1.75% 2/22/19	P	VARIOUS	08/06/12
(8) 500M FED HOME LOAN BK STEPUP 1.50%	P	VARIOUS	11/17/20
(9) 400M FED HOME LOAN BK STEPUP 1.25%	P	VARIOUS	08/23/12
(10) 300M FED HOME LOAN BK STEPUP 1.00%	P	VARIOUS	08/23/12
(11) 475M FED HOME LOAN BK STEPUP 1.00%	P	VARIOUS	09/20/12
(12) THORNDALE PTSHP K-1 STCG PASSTHROUGH	P	VARIOUS	VARIOUS
(13) THORNDALE PTSHP K-1 LTCG PASSTHROUGH	P	VARIOUS	VARIOUS
(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)
(1) 75,000		74,633	367
(2) 500,000		500,000	
(3) 300,000		300,000	
(4) 250,000		250,125	-125
(5) 160,000		159,720	280
(6) 700,000		699,850	150
(7) 640,000		639,405	595
(8) 500,000		499,750	250
(9) 400,000		400,000	
(10) 300,000		300,000	
(11) 475,000		475,000	
(12) 828,291			828,291
(13) 475,515			475,515
(14)			
(15)			

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)			367
(2)			
(3)			
(4)			-125
(5)			280
(6)			150
(7)			595
(8)			250
(9)			
(10)			
(11)			
(12)			828,291
(13)			475,515
(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	\$ -10,651	\$ -10,651	\$
OTHER PORT INC(LOSS) PRT K-1	2,224	2,224	
LOSS ON ASSET DISPOSAL	-9,284	-9,284	
TOTAL	<u>\$ -17,711</u>	<u>\$ -17,711</u>	<u>\$ 0</u>

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
COMMERCIAL	\$ 1,587	\$ 1,587	\$	\$
TOTAL	<u>\$ 1,587</u>	<u>\$ 1,587</u>	<u>\$ 0</u>	<u>\$ 0</u>

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ANNUAL REPORT	\$ 18,600	\$ 9,300	\$	\$ 9,300
TOTAL	<u>\$ 18,600</u>	<u>\$ 9,300</u>	<u>\$ 0</u>	<u>\$ 9,300</u>

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PENSION ADMINISTRATION FEES	\$ 1,640	\$	\$	\$ 1,640
TOTAL	<u>\$ 1,640</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 1,640</u>

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total		Net Investment		Adjusted Net		Charitable Purpose	
PAYROLL	\$	6,388	\$		\$		\$	6,388
TOTAL	\$	6,388	\$	0	\$	0	\$	6,388

Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation

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

Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description		Date	Cost
Prior Year	Method	Acquired	Basis
Depreciation	Life	Current Year	Adjusted Net
		Depreciation	Income
CONCRETE WALKS		1/01/83	\$ 33,844
\$ 33,844	STRAIGHT LINE		\$
FLOOD LIGHTING MONUMENT		1/01/83	1,198
1,198	STRAIGHT LINE		
GARAGE & MAINT BLDG		1/01/83	52,307
52,307	STRAIGHT LINE		
IMPROVEMENTS		1/01/83	3,123
3,123	STRAIGHT LINE		
PARK BENCHES		1/01/83	1,154
1,154	STRAIGHT LINE		
PARK BENCHES AND INSTALLATION		1/01/83	4,599
4,599	STRAIGHT LINE		
PARKING LOT		1/01/83	34,803
34,803	STRAIGHT LINE		
BLACK TOP		1/01/84	3,107
3,107	STRAIGHT LINE		
CONCRETE WALKS		1/01/84	19,375
19,375	STRAIGHT LINE		
ELECTICAL WIRING & SHELVING		1/01/84	3,378
3,378	STRAIGHT LINE		
PARK CATCH BASINS		1/01/84	1,150
1,150	STRAIGHT LINE		
TRASH BASKETS		1/01/84	3,667
3,667	STRAIGHT LINE		
BLACKTOP		7/01/84	1,000
1,000	STRAIGHT LINE		
CURBING		6/01/85	4,633
4,633	STRAIGHT LINE		
PATIO ON GREEN		6/01/85	2,400
2,400	STRAIGHT LINE		
LOCK MOWER W/ SULKY		7/01/85	5,600
5,600	STRAIGHT LINE		
BLACK TOP		10/01/85	20,737
20,737	STRAIGHT LINE		
BLACK TOP		11/01/85	2,741
2,741	STRAIGHT LINE		
PARK SIDEWALK STEPS AND MEMORIAL		9/01/86	27,800
27,800	STRAIGHT LINE		
SMALL POOL EQUIPMT BLDG		6/01/87	10,500
6,378	STRAIGHT LINE	262	
CEMENT WORK		7/01/87	5,132
5,132	STRAIGHT LINE		
ELECTRICAL IMPROVMTS		7/01/87	1,676
1,676	STRAIGHT LINE		
STORAGE SHED CONCRETE FLOOR		9/01/87	8,500
8,500	STRAIGHT LINE		
WROUGHT IRON FENCE		9/01/87	15,500
15,500	STRAIGHT LINE		
OLD MAINT SHED CONCRETE FLOOR		11/01/87	2,550
2,550	STRAIGHT LINE		

Statement 6 - 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
	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			
	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			
	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			
	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
10,248	STRAIGHT LINE	15			
	SIDEWALKS			8/01/96	30,662
30,662	STRAIGHT LINE	15			
	LANDSCAPING			9/15/96	6,030
6,030	STRAIGHT LINE	15			
	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
11,332	STRAIGHT LINE	15	493		
	IMPROVEMENTS			1/09/98	3,157
1,110	STRAIGHT LINE	39	81		81
	WELL			6/08/98	3,100
2,791	STRAIGHT LINE	15	207		

Statement 6 - 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
	WELL WATER SYSTEM		9/10/98	\$ 2,940	
\$ 2,646	STRAIGHT LINE	15	\$ 196	\$	
	LEAF BLOWER		10/05/98	850	
850	200% DB	7			
	BATH HOUSE ADDITION		10/15/98	41,170	
13,680	STRAIGHT LINE	39	1,056		
	WATER IRRIGATION SYSTEM		7/15/99	2,951	
2,449	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			
	SITE FURNISHINGS		5/22/00	4,239	
4,239	STRAIGHT LINE	7			
	1998 SCAG COMMERCIAL MOWER		6/13/00	4,000	
4,000	STRAIGHT LINE	7			
	DRINKING FOUNTAIN		6/13/00	456	
456	STRAIGHT LINE	5			
	EQUIPMENT		6/29/00	1,586	
1,586	STRAIGHT LINE	7			
	PRESSURE WASHER		10/19/00	700	
700	STRAIGHT LINE	7			
	GARBAGE RECEPTACLE		1/02/01	508	
508	STRAIGHT LINE	7			
	LADDER		1/04/01	260	
260	STRAIGHT LINE	7			
	AIR COMPRESSOR		3/12/01	380	
380	STRAIGHT LINE	7			
	PLAYGROUND EQUIPMENT		5/16/01	1,677	
1,677	STRAIGHT LINE	7			
	FLAG		6/21/01	200	
200	STRAIGHT LINE	7			
	MAPLE TREE		10/03/01	483	
482	STRAIGHT LINE	10			
	LEAF BLOWER		10/24/01	485	
485	STRAIGHT LINE	7			
	SIGN		10/24/01	316	
316	STRAIGHT LINE	7			
	PLAYGROUND EQUIPMENT		5/09/02	3,643	
3,643	STRAIGHT LINE	7			
	KOHLER MOWER		7/27/02	7,200	
7,200	STRAIGHT LINE	7			
	POWER PAINTER		8/09/02	100	
100	STRAIGHT LINE	7			
	BENCH & POST W/COOL MISTER		8/16/02	3,405	
3,094	STRAIGHT LINE	10	312		
	HEDGE TRIMMER		10/04/02	299	
299	STRAIGHT LINE	7			

Statement 6 - 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 IMPVTS - PLAYGROUND	10/11/02	\$		3,976
\$ 2,385	STRAIGHT LINE	15	\$ 265	\$	\$
	AUGER	4/30/03			795
795	STRAIGHT LINE	7			
	HOUSE RENOVATION	6/17/03			24,279
8,011	STRAIGHT LINE	25	971	971	
	WASHER & DRYER	6/25/03			1,590
1,589	STRAIGHT LINE	7			
	WATER MAIN CONSTRUCTION	7/07/03			4,271
1,174	STRAIGHT LINE	30	142		
	PLAYGROUND EQUIPMENT	7/14/03			4,692
4,765	STRAIGHT LINE	7			
	FURNACE/FUEL OIL TANK/WATER HEATER	8/14/03			8,470
3,460	STRAIGHT LINE	20	424		
	LANDSCAPING	8/14/03			13,198
7,186	STRAIGHT LINE	15	880		
	TREES	8/14/03			1,086
518	STRAIGHT LINE	15	72		
	POND DRAINAGE PROJECT	8/26/03			16,913
9,115	STRAIGHT LINE	15	1,128		
	BLACKTOPPING PROJECTS	9/02/03			21,855
11,777	STRAIGHT LINE	15	1,457		
	WATER HEATER	1/28/04			1,580
807	STRAIGHT LINE	15	105	105	
	STANDING MOWER STAND	3/22/04			255
254	STRAIGHT LINE	7			
	CHAINSAW	4/28/04			255
254	STRAIGHT LINE	7			
	FLAGPOLE	4/30/04			500
371	STRAIGHT LINE	10	50		
	IMPROVEMENTS - WATER LINES	5/10/04			1,442
1,069	STRAIGHT LINE	10	144		
	2 PONDS & WATERFALL	6/09/04			48,400
9,101	STRAIGHT LINE	39	1,241		
	POND PROJECT/MATERIALS & ELECTRIC	7/13/04			4,481
833	STRAIGHT LINE	39	115		
	PLAYGROUND EQUIPMENT	7/26/04			810
811	STRAIGHT LINE	7			
	TRIMMER/WEEDWACKER	8/05/04			300
300	STRAIGHT LINE	7			
	GAZEBO	8/26/04			4,329
3,067	STRAIGHT LINE	10	433		
	4 TREES	8/31/04			2,300
418	STRAIGHT LINE	39	59		
	TERRAIN VEHICLE	9/22/04			10,299
7,210	STRAIGHT LINE	10	1,030		
	2 TREES	10/12/04			1,150
206	STRAIGHT LINE	39	29		
	2 TREES	6/08/05			984
159	STRAIGHT LINE	39	25		

Statement 6 - 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
	STONE WALL		8/03/05	\$	9,108
\$ 3,744	STRAIGHT LINE	15	\$ 607	\$	\$
	PARK BATHROOM IMPVTS		8/24/05		2,240
1,363	STRAIGHT LINE	10	224		
	GAZEBO SIDEWALK AND WALKWAYS		9/15/05		2,935
1,191	STRAIGHT LINE	15	196		
	BLOWER		9/29/05		575
493	STRAIGHT LINE	7	82		
	ADI 7000 GPH PUMP		10/12/05		825
707	STRAIGHT LINE	7	118		
	HEATING SYSTEM		10/31/05		9,423
2,231	STRAIGHT LINE	25	377	377	
	SNOWBLOWER		1/19/06		2,049
1,659	STRAIGHT LINE	7	293		
	LAND IMPVT - OLD POOL DEMOLITION		2/16/06		2,770
	PICNIC TABLES		3/21/06		1,669
1,311	STRAIGHT LINE	7	238		
	TRASH RECEPTACLES		4/05/06		2,001
1,573	STRAIGHT LINE	7	286		
	PICNIC TABLES		5/18/06		1,104
842	STRAIGHT LINE	7	158		
	PARKING LOT - FRIENDLY LANE, MILLBROOK		9/27/06		125,958
41,986	STRAIGHT LINE	15	8,397		
	1 MAPLE TREE		11/13/06		3,250
409	STRAIGHT LINE	39	83		
	FLAG		1/16/07		360
239	STRAIGHT LINE	7	51		
	PRESSURE WASHER		3/26/07		650
418	STRAIGHT LINE	7	93		
	4 HEMLOCK TREES		6/15/07		4,200
467	STRAIGHT LINE	39	108		
	BATHROOM TOILETS & SINK		7/10/07		3,500
991	STRAIGHT LINE	15	233		
	WALKWAY		7/10/07		4,550
1,288	STRAIGHT LINE	15	303		
	FENCING		7/19/07		3,875
1,076	STRAIGHT LINE	15	258		
	TRACTOR LAWN MOWER		7/24/07		9,358
5,571	STRAIGHT LINE	7	1,337		
	PARKING LOTS		7/31/07		67,700
18,805	STRAIGHT LINE	15	4,513		
	TREES		9/21/07		4,697
482	STRAIGHT LINE	39	120		
	GENERATOR		5/28/08		1,275
607	STRAIGHT LINE	7	182		
	STREET LIGHTS		7/08/08		29,169
6,321	STRAIGHT LINE	15	1,945		
	CARETAKER'S HOUSE IMPVTS		7/17/08		22,114
1,751	STRAIGHT LINE	40	553		

Statement 6 - 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
2	SPYROSLIDES	7/24/08	\$	6,193	
\$ 2,802	STRAIGHT LINE	7	\$ 885	\$	
	GAZEBO	7/24/08		6,505	
2,061	STRAIGHT LINE	10	651		
	PARKING LOT PAVING	7/28/08		39,000	
12,350	STRAIGHT LINE	10	3,900		
	PARKING LOT ELECTRICAL WORK	7/29/08		12,016	
2,537	STRAIGHT LINE	15	801		
	SPRINKLER SYSTEM	7/29/08		7,697	
1,219	STRAIGHT LINE	20	385		
	LEAF BOX	9/12/08		4,950	
2,180	STRAIGHT LINE	7	707		
	4 MAPLE TREES	11/01/08		4,300	
321	STRAIGHT LINE	39	110		
	COMPRESSOR	2/06/09		2,864	
1,091	STRAIGHT LINE	7	409		
	ELECTRICAL WORK	6/10/09		55,852	
3,341	STRAIGHT LINE	39	1,432		
	WATER FOUNTAIN	6/17/09		10,998	
1,649	STRAIGHT LINE	15	733		
	STONE WALL	7/30/09		19,920	
2,877	STRAIGHT LINE	15	1,328		
	SEPTIC SYSTEM	7/30/09		7,291	
791	STRAIGHT LINE	20	365		
	PARK ELECTRICAL WORK	12/15/09		13,491	
634	STRAIGHT LINE	39	346		
	SNOW PLOW	12/30/09		2,680	
670	STRAIGHT LINE	7	383		
	SWINGS ETC	5/20/10		6,934	
1,322	STRAIGHT LINE	7	991		
	BRIDGE & STAIRS	6/02/10		31,170	
2,771	STRAIGHT LINE	15	2,078		
	TREES	7/15/10		10,186	
327	STRAIGHT LINE	39	261		
	PARKING LOT CATCH BASIN	8/03/10		5,800	
339	STRAIGHT LINE	20	290		
	PUSH LEAF BLOWER	10/25/10		2,169	
284	STRAIGHT LINE	7	310		
	3 MAPLE TREES	11/01/10		11,027	
259	STRAIGHT LINE	39	283		
	WEED WACKER	5/04/11		409	
24	STRAIGHT LINE	7	58		
	PLAYGROUND IMPROVEMENT	5/15/11		10,631	
295	STRAIGHT LINE	15	709		
	HEDGE TRIMMER	6/30/11		310	
11	STRAIGHT LINE	7	44		
	ELECTRICAL PANEL	7/12/11		4,436	
29	STRAIGHT LINE	39	114		
	AQUASCAPE PUMP	10/27/11		1,655	
	STRAIGHT LINE	5	303		

Statement 6 - 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
	LITTER RECEPTACLES		10/27/11	\$	1,430
\$	STRAIGHT LINE	15	\$ 87	\$	\$
	FLOOD LIGHT		5/02/12		1,088
	STRAIGHT LINE	39	12		
	2012 CHEVY PUMP SILVERADO DUMP		6/07/12		34,808
	STRAIGHT LINE	5	2,321		
	PARK BENCHES		7/13/12		2,260
	STRAIGHT LINE	15	38		
	PRO PUMP TSURUMI		7/26/12		1,319
	STRAIGHT LINE	5	44		
	PARK BENCHES		8/08/12		4,665
	STRAIGHT LINE	15	52		
	TREES		8/28/12		4,069
	STRAIGHT LINE	39	9		
	LEAF & DEBRIS TRUCK LOADER		9/12/12		6,799
	STRAIGHT LINE	5	113		
	SERVICE STATION		1/01/78		27,500
27,500	STRAIGHT LINE	20			
	ROOF & CEILING		10/01/80		3,823
3,823	STRAIGHT LINE	10			
	IMPROVEMENTS		1/01/83		1,025
1,025	STRAIGHT LINE	10			
	ROOF & IMPROVEMENTS		3/01/84		3,175
3,175	STRAIGHT LINE	10			
	SIDING, STORMS, & DOORS		8/01/85		5,790
5,790	STRAIGHT LINE	15			
	SIDING, STORMS & DOORS		10/01/85		6,631
6,631	STRAIGHT LINE	19			
	CIRCUIT PANELS		8/01/86		552
552	STRAIGHT LINE	19			
	LANDSCAPING		8/01/86		2,086
2,086	STRAIGHT LINE	10			
	STEEL DOOR & INSTALLATION		11/01/86		854
531	STRAIGHT LINE	40	21	21	
	LANDSCAPING		11/01/86		1,086
1,086	STRAIGHT LINE	15			
	FURNACE		4/01/87		2,404
2,404	STRAIGHT LINE	15			
	ROOF IMPROVEMENTS		11/01/89		1,122
1,122	STRAIGHT LINE	10			
	BATHROOM IMPROVEMENTS		6/01/90		4,253
4,253	STRAIGHT LINE	10			
	WINDOWS		3/11/93		4,619
4,619	STRAIGHT LINE	7			
	EQUIPMENT		7/11/97		14,500
14,500	200% DB	7			
	ROOF IMPROVEMENTS		7/25/97		2,450
895	STRAIGHT LINE	39	63	63	
	ROOF/IMPROVEMENTS		10/02/03		22,100
11,787	STRAIGHT LINE	15	1,473	1,473	

Statement 6 - 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
IMPROVEMENTS			11/06/03	\$ 8,868	
\$ 4,680	STRAIGHT LINE	15	\$ 591	\$ 591	\$
OIL TANK & IMPROVEMENTS			8/10/04	10,742	
5,132	STRAIGHT LINE	15	716	716	
GARAGE BAY			1/10/05	4,700	
2,115	STRAIGHT LINE	15	313	313	
NEW FLOOR			2/16/06	5,700	
2,122	STRAIGHT LINE	15	380	380	
NEW GAS PUMP TERMINALS			1/31/07	41,883	
13,030	STRAIGHT LINE	15	2,792	2,792	
CREDIT CARD PUMP EQUIPMENT			10/23/07	1,482	
387	STRAIGHT LINE	15	99	99	
CANOPY			2/01/12	42,295	
	STRAIGHT LINE	7	4,028	4,028	
BLACKTOP			2/01/12	17,059	
	STRAIGHT LINE	10	1,137	1,137	
CONCRETE PAD			2/01/12	30,000	
	STRAIGHT LINE	10	2,000	2,000	
FUEL STORAGE TANKS			2/01/12	180,222	
	STRAIGHT LINE	10	12,015	12,015	
DOOR			5/31/12	5,602	
	STRAIGHT LINE	39	54	54	
TOTAL				\$ 2,179,998	
\$ 1,028,794			\$ 78,340	\$ 27,216	\$ 0

Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
COMMERCIAL	\$	\$	\$	\$
PERMITS	1,166	1,166		
SUPPLIES	20	20		
EXPENSES				
REPAIRS & MAINTENANCE	60,809			60,809
SUPPLIES	3,964			3,964

Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT FEES	\$ 259,335	\$ 207,468	\$	\$
INSURANCE	43,086			43,086
OFFICE SUPPLIES	853			
VILLAGE BEAUTIFICATION	1,616			1,616
TOTAL	<u>\$ 370,849</u>	<u>\$ 208,654</u>	<u>\$ 0</u>	<u>\$ 109,475</u>

Federal Statements**Statement 8 - 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	\$ 8,646,825	\$ 9,732,521	COST	\$ 9,898,506
TOTAL	<u>\$ 8,646,825</u>	<u>\$ 9,732,521</u>		<u>\$ 9,898,506</u>

Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED SCHEDULE	\$ 18,556,166	\$ 19,537,672	COST	\$ 29,828,980
BROOKMILL	100,000		COST	
TOTAL	<u>\$ 18,656,166</u>	<u>\$ 19,537,672</u>		<u>\$ 29,828,980</u>

Statement 10 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
SEE ATTACHED SCHEDULE	\$ 108,512	\$ 520,407	\$ 188,068	\$ 671,794
TOTAL	<u>\$ 108,512</u>	<u>\$ 520,407</u>	<u>\$ 188,068</u>	<u>\$ 671,794</u>

Statement 11 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
SEE ATTACHED SCHEDULE	\$ 565,885	\$ 1,491,765	\$ 919,064	\$ 1,811,671
LAND	167,824	167,824		167,824
TOTAL	<u>\$ 733,709</u>	<u>\$ 1,659,589</u>	<u>\$ 919,064</u>	<u>\$ 1,979,495</u>

Statement 12 - 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	\$ 17	\$ 211	\$ 211
DEFERRED ASSET	2,049,224	1,152,013	1,152,013
PREPAID EXPENSE	295	295	295
TOTAL	<u>\$ 2,049,536</u>	<u>\$ 1,152,519</u>	<u>\$ 1,152,519</u>

**Statement 13 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc.**

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

Federal Statements

Statement 14 - 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 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Address	
Relationship	Status	Purpose	Amount
BARD COLLEGE	GENERAL	P.O. BOX 5000	ANNADALE ON HUDSON NY 50,000
BARDAVON	GENERAL	35 MARKET ST.	POUGHKEEPSIE NY 12603 10,000
CARDINAL HAYES HOME	GENERAL	60 ST. JOSEPH DR.	MILLBROOK NY 12545 35,000
CARY INSTITUTE FOR ECOSYS	GENERAL	2801 SHARON TURNPIKE	SALT POINT NY 12578 75,000
CENTER FOR PREVENT OF CHILD ABUSE	GENERAL	249 HOOKER AVENUE	POUGHKEEPSIE NY 12603 2,500
CENTRAL BAPTIST CHURCH	GENERAL	26 CHURCH RD.	SALT POINT NY 12578 17,000
CHILDRENS HOME OF POUGHKEEPSIE	GENERAL	10 CHILDRENS WAY	POUGHKEEPSIE NY 12601 20,000
CHURCH OF IMMAC. CONCEPTI	GENERAL	4 LAVELLA RD.	AMENIA NY 12501 21,000
DUTCHESS COMMUNITY COLLEGE	GENERAL	53 PENDELL ROAD	POUGHKEEPSIE NY 12601 12,500
DUTCHESS COUNTY ARC	GENERAL	8 INDUSTRY ST.	POUGHKEEPSIE NY 12603 5,000
DC ARTS COUNCIL	GENERAL	9 VASSAR ST.	POUGHKEEPSIE NY 12603 10,000
DC SPCA	GENERAL	636 VIOLET AVE.	POUGHKEEPSIE NY 12603 1,000
DUTCHESS DAY SCHOOL	GENERAL	415 RT. 343	MILLBROOK NY 12545 210,000
DUTCHESS LAND CONSERV.	GENERAL	4289 ROUTE 82	MILLBROOK NY 12545 35,000
GRACE EPISCOPAL CHURCH	GENERAL	3328 FRANKLIN AVE.	MILLBROOK NY 12545 18,000
HALF MOON THEATRE	GENERAL	PO BOX 3484	POUGHKEEPSIE NY 12603 3,000
HOSPICE	GENERAL	374 VIOLET AVE.	POUGHKEEPSIE NY 12603 15,000
HV BOY SCOUT COUNCIL	GENERAL	6 JEANNE DR.	NEWBURGH NY 12550 15,000
LOURDES ROWING ASSOCIATION	GENERAL	PO BOX 2546	POUGHKEEPSIE NY 12603 1,000
LYALL MEM. FEDER. CHURCH	GENERAL	30 MAPLE HTS.	MILLBROOK NY 12545 64,000
MAPLEBROOK SCHOOL	GENERAL	5142 ROUTE 22	AMENIA NY 12501 50,000
MEDIATION CENTER OF DC	GENERAL	29 N. HAMILTON ST.	POUGHKEEPSIE NY 12601 10,000
MID HUDSON CHILDRENS MUSEUM	GENERAL	75 NORTH WATER STREET	POUGHKEEPSIE NY 12601 3,000
MILES OF HOPE BREAST CANCER FND	GENERAL	PO BOX 405	LAGRANGEVILLE NY 12540 10,000
MILLBROOK ARTS GROUP	GENERAL	FRANKLIN AVE.	MILLBROOK NY 12545 6,000
MILLBROOK BOY SCOUTS	GENERAL	FRANKLIN AVE.	MILLBROOK NY 12545 1,000

Federal Statements

**Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name	Address	Address
Relationship	Status	Purpose
		Amount
MILLBROOK CENTRAL SCHOOL	P.O. BOX AA	MILLBROOK NY 12545
	GENERAL	69,000
MILLBROOK FREE LIBRARY	3 FRIENDLY LN.	MILLBROOK NY 12545
	GENERAL	21,000
MILLBROOK GIRL SCOUTS	FRANKLIN AVE.	MILLBROOK NY 12545
	GENERAL	1,000
MILLBROOK PONY CLUB	211 HAMMOND HILL RD	DOVER PLAINS NY 12522
	GENERAL	5,000
MILLBROOK ROTARY	P.O. BOX 261	MILLBROOK NY 12545
	GENERAL	2,000
MILLBROOK SENIOR CITIZENS	FRANKLIN AVE.	MILLBROOK NY 12545
	GENERAL	1,000
MILLBROOK SCHOOL	131 MILLBROOK SCHOO	MILLBROOK NY 12545
	GENERAL	165,000
NORTHEAST COMMUNITY COUNC	LITTLE NECK PKWY.	LITTLE NECK NY 11362
	GENERAL	1,000
NORTHERN DUTCHESS RAIDERS	70 CHURCH STREET	MILLBROOK NY 12545
	GENERAL	1,000
OUR LADY OF LOURDES	131 BOARDMAN ROAD	POUGHKEEPSIE NY 12603
	GENERAL	10,000
RURAL MIGRANT MINISTRY	360 NOXON RD.	POUGHKEEPSIE NY 12603
	GENERAL	5,000
SMITHFIELD PRESBYTERIAN C	656 SMITHFIELD RD.	AMENIA NY 12501
	GENERAL	15,000
ST. FRANCIS HOSPITAL	241 NORTH RD.	POUGHKEEPSIE NY 12603
	GENERAL	70,000
ST. JOSEPH'S CHURCH	15 NORTH AVE.	MILLBROOK NY 12545
	GENERAL	38,000
ST. PETERS'S CHURCH	DEEP HOLLOW RD.	MILLBROOK NY 12545
	GENERAL	14,000
STANFORD FREE LIBRARY	14 CREAMERY ROAD	STANFORDVILLE NY 12581
	GENERAL	10,000
TOWN OF WASHINGTON	10 RESERVOIR DR.	MILLBROOK NY 12545
	GENERAL	32,000
TOWN WASHINGTON HISTORICAL SOCIETY	PO BOX 135	MILLBROOK NY 12545
	GENERAL	3,000
VASSAR HOSPITAL	45 READE PLACE	POUGHKEEPSIE NY 12603
	GENERAL	85,000
VERBANK METHODIST CHURCH	8 NORTH CLOVE ROAD	VERBANK NY 12585
	GENERAL	1,000
VILLAGE OF MILLBROOK	PO BOX 349	MILLBROOK NY 12545
	GENERAL	26,000
WEBUTUCK CO. SCHOOL ASSOC	194 HAIGHT RD.	AMENIA NY 12501
	GENERAL	1,000
YOUNG LIFE	19 VITTI STREET	NEW CANAAN CT 06840
	GENERAL	1,000
BIKE MS NEW YORK CITY	PO BOX 10123	UNIONDALE NY 11555
	GENERAL	500
CHICAGO HISTORY MUSEUM	1601 NORTH CLARK STREET	CHICAGO IL 60614
	GENERAL	2,500
COLORADO COLLEGE - BLUMENSTEIN FUND	14 E. CACHE LA POUDE ST.	COLORADO SPRINGS CO 80
	GENERAL	20,000

**Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name	Address	Address
Relationship	Status	Purpose
		Amount
DR MATULONIS OVARIAN CANCER FUND	GENERAL	14 PENNSLYVANIA PLAZA NEW YORK NY 10122
		1,000
DUTCHESS DAY SCHOOL	GENERAL	415 ROUTE 343 MILLBROOK NY 12545
		5,000
HONOR FLIGHT CHICAGO	GENERAL	938 WEST MONTANA STREET CHICAGO IL 60614
		1,000
HOSPICE OF NORTHEASTERN ILLINOIS	GENERAL	405 LAKE ZURICH ROAD BARRINGTON IL 60010
		1,000
JUVENILE WELFARE ASSOC.	GENERAL	220 S. STATE STREET CHICAGO IL 60614
		1,000
MILLBROOK SCHOOL	GENERAL	131 MILLBROOK SCHOOL ROAD MILLBROOK NY 12545
		5,000
THORNE NATURE EXPERIENCE	GENERAL	1466 63RD STREET BOULDER CO 80303
		1,000
TROUT UNLIMITED	GENERAL	1300 17TH STREET ARLINGTON VA 22209
		30,000
TOTAL		<u>1,345,000</u>

MILLBROOK TRIBUTE GARDEN, INC.
EIN 14-1340079
Corporate Stocks
Form 990-PF Attachment
Year Ended September 30, 2012
Part II, Page 2, Line 10b

Description	09/30/11 Carrying Value	09/30/12 Carrying Value	09/30/12 Market Value
Regular Account:			
Bank of Millbrook	2,640	2,640	414,997
Northern Trust Company Account:			
Thorndale LCV, LLC	236,344	288,979	578,920
Thorndale NTI, LLC	1,140,926	1,226,090	1,665,784
Thorndale DK, LLC	803,471	891,766	2,309,924
Thorndale LP, LLC	817,713	897,558	940,408
Thorndale BREP, LLC	453,402	463,622	591,093
Thorndale Fir Tree, LLC	716,025	803,240	940,294
Thorndale RT, LLC	253,504	266,665	298,475
Thorndale TYGH, LLC	217,077	236,564	261,135
Thorndale WB, LLC	386,052	440,473	624,714
Thorndale WSI, LLC	380,252	385,291	603,756
Thorndale Westminster, LLC	914,749	918,809	1,006,844
Thorndale ECM, LLC	546,658	590,307	831,015
TACA (Thorne), LLC	1,500,000	1,500,000	3,381,837
TACA (Thorne) II, LLC	2,500,000	2,500,000	5,437,069
Thorndale KNS, LLC	1,236,295	1,272,435	1,405,326
TZP, LLC	300,000	703,169	170,600
Thorndale HIL, LLC	1,002,469	1,037,985	1,516,647
GOGO INC.	1,000,000	1,000,000	1,991,679
BTIP Aircell 2008, LLC	1,499,779	1,499,779	2,638,614
BTIP MLI, LLC	748,810	748,810	252,182
BTIP MIL II, LLC	400,000	400,000	397,795
LL Fund Offshore Partnership	1,500,000	1,463,490	1,569,872
Total Northern Trust Company Account	18,553,526	19,535,032	29,413,983
Total	18,556,166	19,537,672	29,828,980

Tax Asset Detail 10/01/11 - 9/30/12

Asset	d	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
Group: BATH HOUSE AND BLDGS												
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 & SHELVI	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	d	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 EQUIPMT BLDG	6/01/87	10,500.00	0.00	0.00	6,376.54	262.50	6,639.04	3,860.96	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	2,646.27	196.02	2,842.29	98.06	S/L	15.0
118		BATH HOUSE ADDITION	10/15/98	41,170.45	0.00	0.00	13,679.47	1,055.65	14,735.12	26,435.33	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	3,458.58	423.50	3,882.08	4,587.92	S/L	20.0
237		FLOOD LIGHT	5/02/12	1,087.77	0.00c	0.00	0.00	11.62	11.62	1,076.15	S/L	39.0
				146,950.18	0.00c	0.00	108,942.47	1,949.29	110,891.76	36,058.42		
				1,267.00	0.00	0.00	1,267.00	0.00	1,267.00	0.00		
				145,683.18	0.00c	0.00	107,675.47	1,949.29	109,624.76	36,058.42		
*Less: Dispositions and Transfers												
Net BATH HOUSE AND BLDGS												

Group: BUILDINGS- MERRIT AVE COT - Investment Purpose

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	1,109.69	80.95	1,190.64	1,966.39	S/L	39.0
152		HOUSE RENOVATION	6/17/03	24,278.69	0.00	0.00	8,011.99	971.15	8,983.14	15,295.55	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	807.53	105.33	912.86	667.04	S/L	15.0
180		HEATING SYSTEM	10/31/05	9,423.45	0.00	0.00	2,230.23	376.94	2,607.17	6,816.28	S/L	25.0
				67,884.69	0.00c	0.00	41,605.06	1,534.37	43,139.43	24,745.26		

Group: LAND

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
				167,823.95	0.00c	0.00	0.00	0.00	0.00	167,823.95		

Group: MACHINERY AND EQUIPMENT

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

Asset Id	Property Description	Date in Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt	Tax Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period
Group: MACHINERY AND EQUIPMENT (continued)											
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
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	255.00	0.00	255.00	0.00	S/L	7.0
166	CHAINSAW	4/28/04	255.00	0.00	0.00	255.00	0.00	255.00	0.00	S/L	7.0
167	TRIMMER/WEEDEWACKER	8/05/04	300.00	0.00	0.00	300.00	0.00	300.00	0.00	S/L	7.0
168	TERRAIN VEHICLE	9/22/04	10,299.00	0.00	0.00	7,209.30	1,029.90	8,239.20	2,059.80	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	493.26	82.22	575.48	0.00	S/L	7.0
182	ADI 7000 GPH PUMPS (3)	10/12/05	824.89	0.00	0.00	707.04	117.85	824.89	0.00	S/L	7.0
183	SNOWBLOWER	1/19/06	2,049.00	0.00	0.00	1,658.69	292.71	1,951.40	97.60	S/L	7.0
188	PUSH MOWER	3/26/07	429.00	0.00	0.00	275.80	0.00	275.80	153.20	S/L	7.0
189	PRESSURE WASHER	3/26/07	650.00	0.00	0.00	417.87	92.86	510.73	139.27	S/L	7.0
190	TRACTOR LAWN MOVER	7/24/07	9,358.00	0.00	0.00	5,570.25	1,336.86	6,907.11	2,450.89	S/L	7.0
201	GENERATOR	5/28/08	1,275.00	0.00	0.00	607.13	182.14	789.27	485.73	S/L	7.0
202	LEAF BOX	9/12/08	4,950.00	0.00	0.00	2,180.35	707.14	2,887.49	2,062.51	S/L	7.0
212	COMPRESSOR	2/06/09	2,863.95	0.00	0.00	1,091.04	409.14	1,500.18	1,363.77	S/L	7.0
221	SNOW PLOW	12/30/09	2,680.00	0.00	0.00	670.00	382.86	1,052.86	1,627.14	S/L	7.0
226	PUSH LEAF BLOWER	10/25/10	2,169.06	0.00	0.00	284.04	309.87	593.91	1,575.15	S/L	7.0
227	WEED WACKER	5/04/11	409.00	0.00	0.00	24.35	58.43	82.78	326.22	S/L	7.0
228	HEDGE TRIMMER	6/30/11	309.99	0.00	0.00	11.07	44.28	55.35	254.64	S/L	7.0
231	AQUASCAPE PUMP	10/27/11	1,655.00	0.00c	0.00	0.00	303.42	303.42	1,351.58	S/L	5.0
233	LEAF & DEBRIS TRUCK LOADE	9/12/12	6,799.00	0.00c	0.00	0.00	113.32	113.32	6,685.68	S/L	5.0
234	2012 CHEVY SILVERADO DUMI	6/07/12	34,808.00	0.00c	0.00	0.00	2,320.53	2,320.53	32,487.47	S/L	5.0
235	PRO PUMP TSURUMI	7/26/12	1,319.09	0.00c	0.00	0.00	43.97	43.97	1,275.12	S/L	5.0
MACHINERY AND EQUIPMENT			129,655.43	0.00c	0.00	67,432.16	7,827.50	75,259.66	54,395.77		
*Less: Dispositions and Transfers			24,485.00	0.00	0.00	24,331.80	0.00	24,331.80	153.20		
Net MACHINERY AND EQUIPMENT			105,170.43	0.00c	0.00	43,100.36	7,827.50	50,927.86	54,242.57		
Group: PARKS & PROJECTS- IMPRMTS											
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

Tax Asset Detail 10/01/11 - 9/30/12

Asset	d	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
Group: PARKS & PROJECTS- IMPRMTS (continued)												
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	20,737.40	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 A	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
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	5.0
21		LAYPIPE AND HOOKUP LIGHT	5/01/88	821.75	0.00	0.00	821.75	0.00	821.75	0.00	S/L	7.0
22		LANDSCAPING	5/01/88	6,685.00	0.00	0.00	6,685.00	0.00	6,685.00	0.00	S/L	10.0
23		LANDSCAPING	9/01/88	7,979.85	0.00	0.00	7,979.85	0.00	7,979.85	0.00	S/L	10.0
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	20.0
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	15.0
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	10.0
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	10.0
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	10.0
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	10.0
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	10.0
31		FLOOD LIGHTING PARKING LC	1/01/75	640.80	0.00	0.00	640.80	0.00	640.80	0.00	S/L	10.0
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	10.0
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	10.0
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	10.0
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	6.0
36		WROUGHT IRON RAILINGS	2/01/88	4,800.00	0.00	0.00	4,800.00	0.00	4,800.00	0.00	S/L	15.0
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	15.0
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	15.0
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	15.0
40		LANDSCAPING	6/10/94	11,000.00	0.00	0.00	11,000.00	0.00	11,000.00	0.00	S/L	15.0
41		LOUDSPEAKER SOUND SYSTEI	6/15/94	6,542.43	0.00	0.00	6,542.43	0.00	6,542.43	0.00	S/L	15.0
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	7.0
43		LANDSCAPING	5/01/96	10,248.00	0.00	0.00	10,248.00	0.00	10,248.00	0.00	S/L	15.0
44		LANDSCAPING	9/15/96	6,030.00	0.00	0.00	6,030.00	0.00	6,030.00	0.00	S/L	15.0
45		SIDEWALKS	8/01/96	30,661.80	0.00	0.00	30,661.80	0.00	30,661.80	0.00	S/L	15.0
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	7.0
47		AMERICAN FLAG	4/25/97	225.00	0.00	0.00	225.00	0.00	225.00	0.00	S/L	7.0
48		LANDSCAPING	6/01/97	11,825.00	0.00	0.00	11,825.00	492.75	11,825.00	0.00	S/L	15.0
49		WELL	6/08/98	3,100.00	0.00	0.00	2,790.04	206.67	2,996.71	103.29	S/L	15.0
119		WATER IRRIGATION SYSTEM	7/15/99	2,950.59	0.00	0.00	2,449.68	174.23	2,623.91	326.68	150DB	15.0
121		Flag	5/09/00	219.00	0.00	0.00	219.00	0.00	219.00	0.00	S/L	7.0
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	7.0
123		Equipment	6/29/00	1,585.56	0.00	0.00	1,585.56	0.00	1,585.56	0.00	S/L	7.0
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	10.0
130		GARBAGE RECEPTACLE	1/02/01	507.55	0.00	0.00	507.55	0.00	507.55	0.00	S/L	7.0
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	7.0
132		FLAG	6/21/01	200.00	0.00	0.00	200.00	0.00	200.00	0.00	S/L	7.0
137		MAPLE TREE	10/03/01	482.63	0.00	0.00	482.63	0.00	482.63	0.00	S/L	10.0
138		SIGN	10/24/01	316.39	0.00	0.00	316.39	0.00	316.39	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
Group: PARKS & PROJECTS- IMPRMTS (continued)											
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	7.0
142	BENCH & POST W/COOL MISTE	8/16/02	3,405.19	0.00	0.00	3,093.06	312.13	3,405.19	0.00	S/L	10.0
144	PARK IMPVTS - PLAYGROUND TREES	10/11/02	3,976.00	0.00	0.00	2,385.63	265.07	2,650.70	1,325.30	S/L	15.0
145	TREES	8/14/03	1,086.04	0.00	0.00	591.27	72.40	663.67	422.37	S/L	15.0
146	LANDSCAPING	8/14/03	13,197.50	0.00	0.00	7,185.28	879.83	8,065.11	5,132.39	S/L	15.0
147	POND DRAINAGE PROJECT	8/26/03	16,913.00	0.00	0.00	9,114.20	1,127.53	10,241.73	6,671.27	S/L	15.0
148	BLACKTOPPING PROJECTS	9/02/03	21,853.00	0.00	0.00	11,777.42	1,457.00	13,234.42	8,620.58	S/L	15.0
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	7.0
150	WATER MAIN CONSTRUCTION	7/07/03	4,270.74	0.00	0.00	1,174.47	142.36	1,316.83	2,953.91	S/L	30.0
159	2 PONDS & WATERFALL	6/09/04	48,400.00	0.00	0.00	9,100.89	1,241.03	10,341.92	38,058.08	S/L	39.0
160	GAZEBO	8/26/04	4,329.36	0.00	0.00	3,066.66	432.94	3,499.60	829.76	S/L	10.0
161	4 TREES	8/31/04	2,300.00	0.00	0.00	417.70	58.97	476.67	1,823.33	S/L	39.0
162	PLAYGROUND EQUIPMENT	7/26/04	810.00	0.00	0.00	810.00	0.00	810.00	0.00	S/L	7.0
163	IMPROVEMENTS - WATER LINI	5/10/04	1,442.08	0.00	0.00	1,069.56	144.21	1,213.77	228.31	S/L	10.0
164	FLAGPOLE	4/30/04	500.00	0.00	0.00	370.83	50.00	420.83	79.17	S/L	10.0
170	POND PROJECT/MATERIALS & STONE WALL	7/13/04	4,480.71	0.00	0.00	832.95	114.89	947.84	3,532.87	S/L	39.0
174	GAZEBO SIDEWALK AND WAL	8/03/05	9,107.66	0.00	0.00	3,744.28	607.18	4,351.46	4,756.20	S/L	15.0
175	PARK BATHROOM IMPVTS	9/15/05	2,935.00	0.00	0.00	1,190.33	195.67	1,386.00	1,549.00	S/L	15.0
176	2 TREES	8/24/05	2,240.05	0.00	0.00	1,362.73	224.01	1,586.74	653.31	S/L	10.0
177	2 TREES	10/12/04	1,150.00	0.00	0.00	206.43	29.49	235.92	914.08	S/L	39.0
178	2 TREES	6/08/05	984.00	0.00	0.00	159.79	25.23	185.02	798.98	S/L	39.0
179	PARKING LOT - FRIENDLY LAP	9/27/06	125,958.00	0.00	0.00	41,986.00	8,397.20	50,383.20	75,574.80	S/L	15.0
184	TRASH RECEPTACLES	4/05/06	2,001.00	0.00	0.00	1,572.23	285.86	1,858.09	142.91	S/L	7.0
185	PICNIC TABLES	5/18/06	1,104.00	0.00	0.00	841.12	157.71	998.83	105.17	S/L	7.0
186	PICNIC TABLES	3/21/06	1,669.00	0.00	0.00	1,311.36	238.43	1,549.79	119.21	S/L	7.0
192	FLAG	1/16/07	360.00	0.00	0.00	240.01	51.43	291.44	68.56	S/L	7.0
193	BATHROOM TOILETS & SINK	7/10/07	3,500.00	0.00	0.00	991.65	233.33	1,224.98	2,275.02	S/L	15.0
194	WALKWAY	7/10/07	4,550.00	0.00	0.00	1,289.15	303.33	1,592.48	2,957.52	S/L	15.0
195	FENCING	7/19/07	3,875.00	0.00	0.00	1,076.38	258.33	1,334.71	2,540.29	S/L	15.0
196	PARKING LOTS	7/31/07	67,700.00	0.00	0.00	18,805.54	4,513.33	23,318.87	44,381.13	S/L	15.0
197	TREES	9/21/07	4,697.25	0.00	0.00	481.76	120.44	602.20	4,095.05	S/L	39.0
198	4 HEMLOCK TREES	6/15/07	4,200.00	0.00	0.00	466.66	107.69	574.35	3,625.65	S/L	39.0
199	1 MAPLE TREE	11/13/06	3,250.00	0.00	0.00	409.71	83.33	493.04	2,756.96	S/L	39.0
200	SPRINKLER SYSTEM	7/29/08	7,696.61	0.00	0.00	1,218.63	384.83	1,603.46	6,093.15	S/L	20.0
203	CARETAKER'S HOUSE IMPVTS	7/17/08	22,114.15	0.00	0.00	1,750.69	552.85	2,303.54	19,810.61	S/L	40.0
204	STREET LIGHTS	7/08/08	29,169.34	0.00	0.00	6,320.02	1,944.62	8,264.64	20,904.70	S/L	15.0
205	2 SPYROSILIDES	7/24/08	6,193.05	0.00	0.00	2,801.61	884.72	3,686.33	2,506.72	S/L	7.0
206	PARKING LOT PAVING	7/28/08	39,000.00	0.00	0.00	12,350.00	3,900.00	16,250.00	22,750.00	S/L	10.0
207	PARKING LOT ELECTRICAL W/ GAZEBO	7/29/08	12,015.92	0.00	0.00	2,536.69	801.06	3,337.75	8,678.17	S/L	15.0
209	STONE WALL	7/24/08	6,505.12	0.00	0.00	2,059.95	650.51	2,710.46	3,794.66	S/L	10.0
210	ELECTRICAL WORK	7/30/09	19,920.00	0.00	0.00	2,877.33	1,328.00	4,205.33	15,714.67	S/L	15.0
211	WATER FOUNTAIN	6/10/09	55,851.55	0.00	0.00	3,341.54	1,432.09	4,773.63	51,077.92	S/L	39.0
213	SEPTIC SYSTEM	7/30/09	10,998.36	0.00	0.00	1,649.75	733.22	2,382.97	8,615.39	S/L	15.0
214	4 MAPLE TREES	11/01/08	7,291.00	0.00	0.00	789.86	364.55	1,154.41	6,136.59	S/L	20.0
215	BRIDGE & STAIRS	6/02/10	4,300.00	0.00	0.00	321.59	110.26	431.85	3,868.15	S/L	39.0
216	PARK ELECTRICAL WORK	12/15/09	31,170.00	0.00	0.00	2,770.67	2,078.00	4,848.67	26,321.33	S/L	15.0
217	SWINGS ETC	5/20/10	6,933.92	0.00	0.00	634.17	345.91	980.08	12,510.58	S/L	39.0
218	PARKING LOT CATCH BASIN	8/03/10	5,800.00	0.00	0.00	1,320.75	990.56	2,311.31	4,622.61	S/L	7.0
219						338.33	290.00	628.33	5,171.67	S/L	20.0

790 MILLBROOK TRIBUTE GARDEN, INC.
Tax Asset Detail 10/01/11 - 9/30/12

14-1340079
FYE: 9/30/2012

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
Group: PARKS & PROJECTS- IMPRMTS (continued)											
220	TREES	7/15/10	10,186.00	0.00	0.00	326.47	261.18	587.65	9,598.35	S/L	39.0
222	3 MAPLE TREES	11/01/10	11,027.10	0.00	0.00	259.18	282.75	541.93	10,485.17	S/L	39.0
223	ELECTRICAL PANEL	7/12/11	4,435.71	0.00	0.00	28.43	113.74	142.17	4,293.54	S/L	39.0
224	PLAYGROUND IMPROVEMENT	5/15/11	10,631.00	0.00	0.00	295.31	708.73	1,004.04	9,626.96	S/L	15.0
229	PARK BENCHES	8/08/12	4,665.00	0.00c	0.00	0.00	51.83	51.83	4,613.17	S/L	15.0
230	TREES	8/28/12	4,068.94	0.00c	0.00	0.00	8.69	8.69	4,060.25	S/L	39.0
232	PARK BENCHES	7/13/12	2,260.00	0.00c	0.00	0.00	37.67	37.67	2,222.33	S/L	15.0
236	LITTER RECEPTACLES	10/27/11	1,430.00	0.00c	0.00	0.00	87.39	87.39	1,342.61	S/L	15.0
PARKS & PROJECTS- IMPRMTS			1,240,911.65	0.00c	0.00	717,164.20	41,347.16	758,511.36	482,400.29		

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
Group: SVC STATION & EQUIPMT - Investment Purpose											
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	BLACKETTING & EXCAVATI	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 STAORAGE 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 ISTALLATIO	11/01/86	854.00	0.00	0.00	531.08	0.00	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	BLACKETTING	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	892.57	2.62	895.19	1,554.81	S/L	39.0
93	ELECTRONIC LEAK DETECTIOI	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	21,878.61	0.00	21,878.61	9,130.39	S/L	15.0
156	ROOF/IMPROVEMENTS	10/02/03	22,100.00	0.00	0.00	11,786.64	0.00	11,786.64	10,313.36	S/L	15.0
157	IMPROVEMENTS	11/06/03	8,867.96	0.00	0.00	4,680.33	0.00	4,680.33	4,187.63	S/L	15.0
158	OIL TANK & IMPROVEMENTS	8/10/04	10,741.54	0.00	0.00	5,132.05	0.00	5,132.05	5,609.49	S/L	15.0
173	GARAGE BAY	1/10/05	4,700.00	0.00	0.00	2,114.98	0.00	2,114.98	2,585.02	S/L	15.0
181	NEW FLOOR	2/16/06	5,700.00	0.00	0.00	2,121.67	0.00	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	13,030.13	0.00	13,030.13	28,852.47	S/L	15.0
208	CREDIT CARD PUMP EQUIPME	10/23/07	1,481.64	0.00	0.00	386.88	0.00	386.88	1,094.76	S/L	15.0
225	TANK AND PIPING UPGRADE -	9/30/11	15,000.00	0.00	0.00	0.00	0.00	0.00	15,000.00	Memo	0.0
SVC STATION & EQUIPMT			279,876.69	0.00c	0.00	197,644.89	2.62	197,647.51	82,229.18		
* Less: Dispositions and Transfers			279,876.69	0.00	0.00	197,644.89	0.00	197,647.51	82,229.18		
Net SVC STATION & EQUIPMT			0.00	0.00c	0.00	0.00	2.62	0.00	0.00		

FYE: 9/30/2012

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
Group: START-UP EXPENSES											
230	DEED TRANSFER COSTS	10/01/11	0.00	0.00c	0.00	0.00	0.00	0.00	0.00	Amort	15.0
START-UP EXPENSES											
Group: SVC STATION & EQUIPMT											
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	531.08	21.35	552.43	301.57	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	895.19	62.82	958.01	1,491.99	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	21,878.61	0.00	21,878.61	9,130.39	S/L	15.0
156	ROOF/IMPROVEMENTS	10/02/03	22,100.00	0.00	0.00	11,786.64	1,473.33	13,259.97	8,840.03	S/L	15.0
157	IMPROVEMENTS	11/06/03	8,867.96	0.00	0.00	4,680.33	591.20	5,271.53	3,596.43	S/L	15.0
158	OIL TANK & IMPROVEMENTS	8/10/04	10,741.54	0.00	0.00	5,132.05	716.10	5,848.15	4,893.39	S/L	15.0
173	GARAGE BAY	1/10/05	4,700.00	0.00	0.00	2,114.98	313.33	2,428.31	2,271.69	S/L	15.0
181	NEW FLOOR	2/16/06	5,700.00	0.00	0.00	2,121.67	380.00	2,501.67	3,198.33	S/L	15.0
191	NEW GAS PUMP TERMINALS	1/31/07	41,882.60	0.00	0.00	13,030.13	2,792.17	15,822.30	26,060.30	S/L	15.0
208	CREDIT CARD PUMP EQUIPMENT	10/23/07	1,481.64	0.00	0.00	386.88	98.78	485.66	995.98	S/L	15.0
225	CANOPY	2/01/12	42,295.00	0.00c	0.00	0.00	4,028.10	4,028.10	38,266.90	S/L	7.0
226	BLACKTOP	2/01/12	17,059.40	0.00c	0.00	0.00	1,137.29	1,137.29	15,922.11	S/L	10.0
227	CONCRETE PAD	2/01/12	30,000.00	0.00c	0.00	0.00	2,000.00	2,000.00	28,000.00	S/L	10.0
228	FUEL STORAGE TANKS	2/01/12	180,222.18	0.00c	0.00	0.00	12,014.81	12,014.81	168,207.37	S/L	10.0
229	DOOR	5/31/12	5,601.61	0.00c	0.00	0.00	53.86	53.86	5,547.75	S/L	39.0
SVC STATION & EQUIPMT			540,054.88	0.00c	0.00	197,647.51	25,683.14	223,330.65	316,724.23		
*Less: Dispositions and Transfers			87,532.21	0.00	0.00	78,401.82	0.00	78,401.82	9,130.39		
Net SVC STATION & EQUIPMT			452,522.67	0.00c	0.00	119,245.69	25,683.14	144,928.83	307,593.84		

FYE: 9/30/2012

<u>Asset</u>	<u>Property Description</u>	<u>Date In Service</u>	<u>Tax Cost</u>	<u>Sec 179 Exp Current = c</u>	<u>Tax Bonus Amt</u>	<u>Tax Prior Depreciation</u>	<u>Tax Current Depreciation</u>	<u>Tax End Depr</u>	<u>Tax Net Book Value</u>	<u>Tax Method</u>	<u>Tax Period</u>
	Grand Total		540,054.88	0 00c	0 00	197,647 51	25,683 14	223,330.65	316,724 23		
	Less: Dispositions and Transfers		87,532.21	0.00	0.00	78,401.82	0.00	78,401.82	9,130.39		
	Net Grand Total		452,522.67	0 00c	0 00	119,245.69	25,683 14	144,928 83	307,593 84		