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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

2011

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

12/01, 2011, and ending

11/30, 2012

Name of foundation THE MILLSTREAM FUND, INC.		A Employer identification number 52-1472819
C/O BOND BEEBE, P.C.		
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) () -
4600 EAST-WEST HIGHWAY	900	
City or town, state, and ZIP code BETHESDA, MD 20814-3423		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,923,911.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)	800,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	33.	33.		
4 Dividends and interest from securities	54,944.	54,944.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	18,113.			
b Gross sales price for all assets on line 6a	2,042,229.			
7 Capital gain net income (from Part IV, line 2)		18,113.		
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	873,090.	73,090.		
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 1	3,400.			
b Accounting fees (attach schedule) ATCH 2	36,350.	960.		
c Other professional fees (attach schedule)	31,147.	31,147.		
17 Interest				
18 Taxes (attach schedule) (see instructions)	7,858.	333.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 5	649.			
24 Total operating and administrative expenses. Add lines 13 through 23	79,404.	32,440.		
25 Contributions, gifts, grants paid	847,250.			847,250.
26 Total expenses and disbursements. Add lines 24 and 25	926,654.	32,440.	0	847,250.
27 Subtract line 26 from line 12	-53,564.			
a Excess of revenue over expenses and disbursements		40,650.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions

*ATCH 3 JSA ** ATCH 4

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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	164,017.	109,242.	109,242.
	2 Savings and temporary cash investments	107,342.	2,107.	2,107.
	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 (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 6	4,108,419.	4,214,865.	4,812,562.
	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)	4,379,778.	4,326,214.	4,923,911.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0	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	4,379,778.	4,326,214.	
	30 Total net assets or fund balances (see instructions)	4,379,778.	4,326,214.	
31 Total liabilities and net assets/fund balances (see instructions)	4,379,778.	4,326,214.		

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	4,379,778.
2 Enter amount from Part I, line 27a	2	-53,564.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,326,214.
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	4,326,214.

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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) 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))		
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	18,113.	
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	0	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	884,686.	4,739,346.	0.186668
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
2 Total of line 1, column (d)			0.817950
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0.163590
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4,813,778.
5 Multiply line 4 by line 3			787,486.
6 Enter 1% of net investment income (1% of Part I, line 27b)			407.
7 Add lines 5 and 6			787,893.
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			847,250.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	407.
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	407.
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	407.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,388.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	4,388.
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	3,981.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 3,981. Refunded <input checked="" type="checkbox"/>	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 checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" 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 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 7		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. ATTACHMENT 8	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 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?	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 <input type="checkbox"/> 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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country 				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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?	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 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 		
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)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 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)	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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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**5 b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**7 b****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
ATTACHMENT 9		0	0	0

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

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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 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		0

Part IX-A Summary of Direct Charitable Activities

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1	a 4,645,266.
b	Average of monthly cash balances		1b 241,818.
c	Fair market value of all other assets (see instructions)		1c
d	Total (add lines 1a, b, and c)		1d 4,887,084.
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
3	Subtract line 2 from line 1d		3 4,887,084.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4 73,306.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4		5 4,813,778.
6	Minimum investment return. Enter 5% of line 5		6 240,689.

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		1 240,689.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 407.	
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b		2c 407.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3 240,282.
4	Recoveries of amounts treated as qualifying distributions		4
5	Add lines 3 and 4		5 240,282.
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		7 240,282.

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 847,250.
b	Program-related investments - total from Part IX-B		1b
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		4 847,250.
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)		5 407.
6	Adjusted qualifying distributions. Subtract line 5 from line 4		6 846,843.

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

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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				240,282.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011:				
a From 2006 135,016.				
b From 2007 161,685.				
c From 2008 345,494.				
d From 2009 547,059.				
e From 2010 656,119.				
f Total of lines 3a through e	1,845,373.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 847,250.				
a Applied to 2010, but not more than line 2a				
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				240,282.
e Remaining amount distributed out of corpus	606,968.			
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	2,452,341.			
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				
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)	135,016.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,317,325.			
10 Analysis of line 9:				
a Excess from 2007 161,685.				
b Excess from 2008 345,494.				
c Excess from 2009 547,059.				
d Excess from 2010 656,119.				
e Excess from 2011 606,968.				

Form 990-PF (2011)

Part XIV Private Operating Foundations (see 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 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)

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) 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)(ii)					
(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))

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE SCHEDULE ATTACHED				847,250.
Total			► 3a	847,250.
b Approved for future payment				
Total			► 3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	33.	
4 Dividends and interest from securities				14	54,944.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	18,113.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)					73,090.	
13 Total. Add line 12, columns (b), (d), and (e)						73,090.

(See worksheet in line 13 instructions to verify calculations)

[illegible]

Schedule of Contributors

OMB No 1545-0047

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

2011

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, total 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 total 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 Part I, 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). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HOPE ALDRICH C/O BOND BEEBE, P.C. 4600 E-W HIGHWAY BETHESDA, MD 20814-3423	\$ 800,000.	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)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number	52-1472819
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[illegible]

Name of organization THE MILLSTREAM FUND, INC.

Employer identification number

C/O BOND BEEBE, P.C.

52-1472819

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

Use duplicate copies of Part III if additional space is needed

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

ATTACHMENT 1

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
SOMMER, UDALL, SUTIN LAW FIRM ISSUES RELATED TO NEW MEXICO CHARITABLE ORG OFFICE	3,400.			.
TOTALS	<u>3,400.</u>			

ATTACHMENT 2

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>
BOND BEEBE P.C.				
TAX PLANNING & PREPARATION;				
SUPPORT SERVICES FOR GRANTEE				
CORRESPONDENCE LETTERS AND				
GRANT PAYMENTS	36,350.	960.		
TOTALS	<u>36,350.</u>	<u>960.</u>		

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CUSTODY FEES	2,826.	2,826.
ADVISORY FEES	28,321.	28,321.
TOTALS	<u>31,147.</u>	<u>31,147.</u>

ATTACHMENT 4

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	7,500.	
FOREIGN TAX W/H ON DIVIDENDS	333.	333.
TOTALS	<u>7,858.</u>	<u>333.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION
CORPORATION FILING FEES

REVENUE
AND
EXPENSES
PER BOOKS 649.

TOTALS

649.

ATTACHMENT 6FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT	4,108,419.	4,214,865.	4,812,562.
TOTALS	<u>4,108,419.</u>	<u>4,214,865.</u>	<u>4,812,562.</u>

THE MILLSTREAM FUND, INC.

TAX I.D. # 52-1472819

STATEMENT OF ASSETS AS OF NOVEMBER 30, 2012

Weight	Description	Quantity	Unit Cost	Book Value/ Cost Basis	Price	11/30/12 Value
** Equities **						
2.69%	ACCENTURE PLC	1,950	51.44	100,314.51	67.92	132,444
1.13%	AKAMAI TECHNOLOGIES INC	1,525	50.14	76,470.54	36.62	55,846
2.51%	ALLERGAN INC	1,330	73.59	97,880.28	92.75	123,358
1.68%	ALTERA CORP	2,550	38.78	98,901.36	32.39	82,595
3.04%	AMERICAN TOWER CORP	2,000	49.59	99,179.00	74.93	149,860
2.14%	AMPHENOL CORP NEW	1,700	52.68	89,556.00	61.92	105,264
3.57%	APPLE INC	300	582.54	174,762.04	585.28	175,584
1.75%	BMC SOFTWARE INC	2,100	48.90	102,684.86	40.96	86,016
1.84%	BROADCOM CORP	2,800	40.18	112,500.12	32.38	90,664
1.59%	CHECK POINT SOFTWARE TECH LTD	1,700	44.55	75,734.38	46.17	78,489
1.82%	CHICAGO BRDG & IRON CO N V	2,200	42.34	93,151.41	40.63	89,386
1.19%	CONTINENTAL RES INC	850	60.56	51,475.58	68.70	58,395
2.11%	COSTCO WHSL CORP NEW	1,000	72.13	72,128.20	103.92	103,920
1.89%	COVIDIEN PLC	1,600	47.63	76,208.00	58.11	92,976
1.98%	CVS CAREMARK CORP	2,100	46.03	96,662.79	46.51	97,671
2.94%	DISCOVERY COMMUNICATIONS INC	2,400	42.47	101,926.32	60.41	144,984
1.93%	DOLLAR GEN CORP	1,900	48.92	92,945.46	50.00	95,000
2.46%	DONALDSON INC	3,600	29.61	106,579.37	33.58	120,888
1.50%	EBAY INC	1,400	52.28	73,191.96	52.82	73,948
2.63%	ECOLAB INC	1,800	49.73	89,514.00	72.08	129,744
2.95%	EMC CORP	5,855	20.00	117,099.85	24.82	145,321
1.75%	EXPRESS SCRIPTS HLDG CO	1,600	39.48	63,172.57	53.85	86,160
3.35%	GILEAD SCIENCES INC	2,200	36.26	79,770.90	75.00	165,000
3.33%	GOOGLE INC	235	549.09	129,036.05	698.37	164,117
1.81%	GRAINGER W W INC	460	198.94	91,511.20	194.02	89,249
0.93%	HERBALIFE LTD	1,000	46.01	46,008.76	45.97	45,970
1.68%	IHS INC	900	100.48	90,430.75	92.14	82,926
1.70%	INTUIT	1,400	49.90	69,861.40	59.91	83,874
1.39%	JUNIPER NETWORKS INC	3,800	33.61	127,700.70	17.98	68,324
1.11%	KANSAS CITY SOUTHERN	700	79.12	55,381.13	78.15	54,705
1.33%	LKQ CORP	3,000	15.74	47,234.70	21.90	65,700
0.97%	MEAD JOHNSON NUTRITION CO	700	71.66	50,160.60	68.19	47,733
2.28%	MONSANTO CO	1,225	71.25	87,277.33	91.59	112,198
1.73%	NATIONAL OILWELL VARCO INC	1,250	75.45	94,309.40	68.30	85,375
2.08%	NIKE INC	1,050	57.94	60,837.59	97.48	102,354
1.01%	NU SKIN ENTERPRISES INC	1,100	41.18	45,298.50	45.40	49,940
1.96%	PRAXAIR INC	900	95.48	85,932.00	107.21	96,489
1.68%	PRECISION CASTPARTS CORP	450	172.72	77,724.86	183.39	82,526
1.84%	PRICE T ROWE GROUP INC	1,400	63.70	89,175.52	64.67	90,538
3.11%	QUALCOMM INC	2,410	42.06	101,364.05	63.62	153,324
1.81%	RED HAT INC	1,800	54.80	98,643.78	49.40	88,920
1.74%	ROSS STORES INC	1,500	33.06	49,586.66	57.08	85,614
1.96%	SCHLUMBERGER LTD	1,350	74.52	100,606.43	71.62	96,687
2.21%	STARBUCKS CORP	2,100	49.92	104,822.82	51.87	108,927
1.09%	TRACTOR SUPPLY CO	600	83.73	50,240.18	89.62	53,772
2.47%	UNITED TECHNOLOGIES CORP	1,520	67.55	102,682.49	80.11	121,767
3.04%	VISA INC	1,000	74.13	74,134.85	149.71	149,710
1.20%	WATERS CORP	700	79.72	55,804.00	84.55	59,185
1.81%	WELLS FARGO & CO	2,700	32.33	87,289.84	33.01	89,127
97.74%	Security Totals			4,214,865.09		4,812,562

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORSATTACHMENT 8

<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	6/14/12	800,000.
TOTAL CONTRIBUTION AMOUNTS		<u>800,000.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
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

PART IV SCHEDULE

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

Page 1

PRINCIPAL SECURITIES SOLD, LIQUIDATED OR REDEEMED
DURING THE PERIOD DECEMBER 1, 2011 THROUGH NOVEMBER 30, 2012
TOGETHER WITH GAINS REALIZED OR LOSSES INCURRED

Description	Date Acquired	Date Sold	Net Proceeds	Tax		Gain	Loss	Book Value Information	
				Cost	Gain (Loss)			Acquis. Date	Book Cost
ALL CAPITAL GAINS AND LOSSES (SHORT-TERM AND LONG-TERM)									
Bank of America MM Funds sold	12/11-11/12	12/11-11/12	701,513.15	701,513.15	0.00	0.00	0.00	12/11-11/12	701,513.15 0.00
1725 FLIR SYS INC	01/20/11	02/07/12	44,489.13	50,956.33	0.00	(6,467.20)	(6,467.20)	01/20/11	50,956.33 (6,467.20)
1550 ROBERT HALF INTL INC	01/20/11	02/07/12	45,416.45	51,100.87	0.00	(5,684.42)	(5,684.42)	01/20/11	51,100.87 (5,684.42)
300 COSTCO WHSL CORP NEW	12/23/10	02/16/12	25,050.60	21,638.46	3,412.14	0.00	3,412.14	12/23/10	21,638.46 3,412.14
500 OCCIDENTAL PETE CORP DEL	02/01/10	03/09/12	50,240.43	39,788.00	10,452.43	0.00	10,452.43	02/01/10	39,788.00 10,452.43
100 OCCIDENTAL PETE CORP DEL	06/24/10	03/09/12	10,048.08	8,136.50	1,911.58	0.00	1,911.58	06/24/10	8,136.50 1,911.58
1300 JOHNSON CTLS INC	01/20/11	03/09/12	41,469.25	50,885.64	0.00	(9,416.39)	(9,416.39)	01/20/11	50,885.64 (9,416.39)
1300 JOHNSON CTLS INC	01/28/11	03/09/12	41,469.25	50,052.00	0.00	(8,582.75)	(8,582.75)	01/28/11	50,052.00 (8,582.75)
725 BUNGE LTD	01/20/11	03/23/12	48,640.82	50,832.22	0.00	(2,191.40)	(2,191.40)	01/20/11	50,832.22 (2,191.40)
0 AOL TIME WARNER INC	06/16/06	04/05/12	10.59	0.00	10.59	0.00	10.59	06/16/06	0.00 10.59
90 GOOGLE INC	06/10/09	04/25/12	54,706.69	38,662.49	16,044.20	0.00	16,044.20	06/10/09	38,662.49 16,044.20
35 GOOGLE INC	06/24/10	04/25/12	21,274.83	16,661.29	4,613.54	0.00	4,613.54	06/24/10	16,661.29 4,613.54
600 DECKERS OUTDOOR CORP	05/16/11	05/09/12	31,235.30	55,106.00	0.00	(23,870.70)	(23,870.70)	05/16/11	55,106.00 (23,870.70)
400 DECKERS OUTDOOR CORP	12/19/11	05/09/12	20,823.53	35,969.77	0.00	(15,146.24)	(15,146.24)	12/19/11	35,969.77 (15,146.24)
1600 NORFOLK SOUTHERN CORP	11/04/10	05/09/12	110,303.12	101,663.00	8,640.12	0.00	8,640.12	11/04/10	101,663.00 8,640.12
800 HERALIFE LTD	11/04/10	05/10/12	36,935.25	25,897.21	11,038.04	0.00	11,038.04	11/04/10	25,897.21 11,038.04
850 NU SKIN ENTERPRISES INC	06/01/11	05/10/12	36,294.18	33,073.50	3,220.68	0.00	3,220.68	06/01/11	33,073.50 3,220.68
950 ROSS STORES INC	01/20/11	06/29/12	59,332.79	30,979.93	28,352.86	0.00	28,352.86	01/20/11	30,979.93 28,352.86
300 TEVA PHARMACEUTICAL INDS LTD	01/06/10	07/06/12	11,703.04	17,247.00	0.00	(5,543.96)	(5,543.96)	01/06/10	17,247.00 (5,543.96)
75 TEVA PHARMACEUTICAL INDS LTD	01/06/10	07/06/12	2,925.76	4,311.75	0.00	(1,385.99)	(1,385.99)	01/06/10	4,311.75 (1,385.99)
550 TEVA PHARMACEUTICAL INDS LTD	06/24/10	07/06/12	21,455.56	28,731.51	0.00	(7,275.95)	(7,275.95)	06/24/10	28,731.51 (7,275.95)
675 TEVA PHARMACEUTICAL INDS LTD	01/20/11	07/06/12	26,331.83	36,369.41	0.00	(10,037.58)	(10,037.58)	01/20/11	36,369.41 (10,037.58)
770 EMERSON ELEC CO	09/22/08	07/16/12	34,252.45	33,345.85	906.60	0.00	906.60	09/22/08	33,345.85 906.60
800 EMERSON ELEC CO	06/24/10	07/16/12	35,586.96	35,646.00	0.00	(59.04)	(59.04)	06/24/10	35,646.00 (59.04)
1400 VARIAN MED SYS INC	12/23/10	07/16/12	80,722.18	98,895.97	0.00	(18,173.79)	(18,173.79)	12/23/10	98,895.97 (18,173.79)
0 CLASS ACTIONS SETTLEMENT FOR	10/15/09	07/19/12	1,453.91	0.00	1,453.91	0.00	1,453.91	10/15/09	0.00 1,453.91
200 NIKE INC	09/27/06	09/21/12	19,273.96	8,804.33	10,469.63	0.00	10,469.63	09/27/06	8,804.33 10,469.63
70 PEPSICO INC	04/09/07	09/21/12	4,952.00	4,421.66	530.34	0.00	530.34	04/09/07	4,421.66 530.34
170 PEPSICO INC	10/20/08	09/21/12	12,026.30	9,584.93	2,441.37	0.00	2,441.37	10/20/08	9,584.93 2,441.37
300 EXPRESS SCRIPTS HLDG CO	04/21/09	09/21/12	18,888.60	8,870.37	10,018.23	0.00	10,018.23	04/21/09	8,870.37 10,018.23
60 PEPSICO INC	06/22/09	09/21/12	4,244.57	3,210.40	1,034.17	0.00	1,034.17	06/22/09	3,210.40 1,034.17
200 ECOLAB INC	11/04/10	09/21/12	12,749.91	9,946.00	2,803.91	0.00	2,803.91	11/04/10	9,946.00 2,803.91
400 WELLS FARGO & CO	12/23/10	09/21/12	13,949.69	12,408.00	1,541.69	0.00	1,541.69	12/23/10	12,408.00 1,541.69
500 PRAXAIR INC	12/23/10	09/26/12	52,087.88	47,740.00	4,347.88	0.00	4,347.88	12/23/10	47,740.00 4,347.88
900 STRYKER CORP	04/30/12	10/17/12	47,843.82	48,981.06	0.00	(1,137.24)	(1,137.24)	04/30/12	48,981.06 (1,137.24)
240 PEPSICO INC	06/22/09	10/24/12	16,360.67	12,841.60	3,519.07	0.00	3,519.07	06/22/09	12,841.60 3,519.07
1000 PEPSICO INC	06/24/10	10/24/12	68,169.47	62,638.00	5,531.47	0.00	5,531.47	06/24/10	62,638.00 5,531.47
1200 MCDONALDS CORP	12/23/10	10/24/12	104,470.85	92,395.00	12,075.85	0.00	12,075.85	12/23/10	92,395.00 12,075.85
0 APPLE INC	02/02/07	10/30/12	119.10	0.00	119.10	0.00	119.10	02/02/07	0.00 119.10
300 OCCIDENTAL PETE CORP DEL	06/24/10	11/01/12	23,807.77	24,409.50	0.00	(601.73)	(601.73)	06/24/10	24,409.50 (601.73)
625 OCCIDENTAL PETE CORP DEL	01/20/11	11/01/12	49,599.51	60,401.44	0.00	(10,801.93)	(10,801.93)	01/20/11	60,401.44 (10,801.93)

ATTACHMENT 10

PART IV SCHEDULE

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

Page 2

PRINCIPAL SECURITIES SOLD, LIQUIDATED OR REDEEMED
DURING THE PERIOD DECEMBER 1, 2011 THROUGH NOVEMBER 30, 2012
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)
TOTAL ALL MONEY MARKET FUNDS			701,513.15	701,513.15	0.00	0.00		701,513.15	0.00
TOTAL ALL STOCKS			1,340,716.08	1,322,602.99	144,489.40	(126,376.31)		1,322,602.99	18,113.09
TOTAL ALL BONDS			0.00	0.00	0.00	0.00		0.00	0.00
TOTAL ALL SALES			2,042,229.23	2,024,116.14	144,489.40	(126,376.31)		2,024,116.14	18,113.09
NET ALL SALES.						18,113.09			

PART XV SUPPLEMENTARY INFO

PAGE 1

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

CONTRIBUTIONS MADE DURING THE PERIOD DECEMBER 1, 2011 THROUGH NOVEMBER 30, 2012

<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	6/8/2012	25,000.00	6 West 48th St, 12th Floor	New York	NY	10036-1802	General Support	Public
Bach Choir of Bethlehem	6/8/2012	7,500.00	423 Heckewelder Place	Bethlehem	PA	18018	General Support	Public
BayKids	6/8/2012	10,000.00	1007 Genl Kennedy Ave Box 10	San Francisco	CA	94129	General Support	Public
Bowers Museum	6/8/2012	2,500.00	2002 North Main St	Santa Ana	CA	92706	General Support	Public
Breareley School	6/8/2012	3,500.00	610 East 83rd Street	New York	NY	10028-7988	General Support	Public
California State Parks Foundation	6/8/2012	5,000.00	50 Francisco St, Ste 110	San Francisco	CA	94133	General Support	Public
Center for Reproductive Rights	6/8/2012	15,000.00	120 Wall Street	New York	NY	10005	General Support	Public
Columbia Center for Children's Environment	6/8/2012	5,000.00	100 Haven Ave Tower III Ste 25F	New York	NY	10032	General Support	Public
Cystinosis Research Foundation	6/8/2012	5,000.00	18802 Bardeen Avenue	Irvine	CA	92612	General Support	Public
Essential Public Media	8/23/2012	50,000.00	67 Bedford Square	Pittsburgh	PA	15203	General Support	Public
High Country News Foundation	6/8/2012	5,000.00	P.O. Box 1090	Paonia	CO	81428	General Support	Public
Hoag Hospital Foundation	6/8/2012	2,500.00	500 Superior Ave, Ste 350	Newport Beach	CA	92663	General Support	Public
Institute for Policy Studies	6/8/2012	5,000.00	1112 16th St NW, Ste 600	Washington	DC	20036	General Support	Public
KCET Public Television	6/8/2012	5,000.00	PO Box 469028	Escondido	CA	92406-9028	General Support	Public
KERA	8/23/2012	50,000.00	3000 Harry Hines Boulevard	Dallas	TX	75201	General Support	Public
KJZZ 91.5 FM	8/23/2012	50,000.00	2323 West 14th Street	Tempe	AZ	85281	Frontier offices	Public
KPCC/Southern CA Public Radio	6/8/2012	10,000.00	474 South Raymond Ave	Pasadena	CA	91105	General Support	Public
KUNM	6/8/2012	15,000.00	Onate Hall, 1 University of NM	Albuquerque	NM	87131-0001	General Support	Public
Link Counseling Center	6/8/2012	10,000.00	348 Mt Vernon Highway NE	Atlanta	GA	30328-4139	General Support	Public
Newport Beach Public Library Foundation	6/8/2012	250.00	1000 Avocado Ave	Newport Beach	CA	92660	Literary Services	Public
Museum of Modern Art	6/8/2012	2,500.00	11 West 53rd Street	New York	NY	10019	General Support	Public
NARAL-Pro Choice America Foundation	6/8/2012	20,000.00	1156 15th Street N.W.	Washington	DC	20005	General Support	Public
National Dance Institute of New Mexico	6/8/2012	50,000.00	1140 Alito Street	Santa Fe	NM	87501-2596	General Support	Public
National Dance Institute-New York	6/8/2012	5,000.00	594 Broadway, Room 805	New York	NY	10012	General Support	Public
Natural Resources Defense Council	6/8/2012	10,000.00	40 West 20th Street	New York	NY	10011	General Support	Public
Newport Beach Public Library Foundation	6/8/2012	500.00	1000 Avocado Ave	Newport Beach	CA	92660	ProLiteracy Newport/Mi	Public
Pacific Symphony	6/8/2012	1,000.00	3631 S Harbor Blvd, Ste 100	Santa Ana	CA	92704-8908	General Support	Public
Philharmonic Society of Orange County	6/8/2012	1,500.00	2082 Business Ctr Dr, Ste 100	Irvine	CA	92612	General Support	Public
Planned Parenthood Federation of America	6/8/2012	75,000.00	434 West 33rd Street	New York	NY	10001	General Support	Public
Planned Parenthood of New Mexico	6/8/2012	20,000.00	719 San Mateo N.E.	Albuquerque	NM	87108	General Support	Public
Planned Parenthood of Orange & San Bernar	6/8/2012	5,000.00	700 S. Tustin St	Orange	CA	92866	General Support	Public
Population Council	6/8/2012	25,000.00	One Dag Hammarskjold Plaza	New York	NY	10017	General Support	Public
Presbyterian Healthcare Foundation	6/8/2012	5,000.00	P O Box 26666	Albuquerque	NM	87125-6666	General Support	Public
Progressive, The	6/8/2012	1,000.00	409 East Main Street	Madison	WI	53703	General Support	Public
Public Radio Program Directors Association	8/23/2012	50,000.00	38 Milford Street	Hamilton	NY	13346	General Support	Public

ATTACHMENT 11

PART XV SUPPLEMENTARY INFO
PAGE 2

TAX I.D. # 52-1472819

THE MILLSTREAM FUND, INC.

CONTRIBUTIONS MADE DURING THE PERIOD DECEMBER 1, 2011 THROUGH NOVEMBER 30, 2012

Donee	Date	Amount	Street Address	City	State	Zip	Purpose	Type of
Responsible Wealth	6/8/2012	10,000.00	29 Winter Street	Boston	MA	02108	General Support	Charity
Rockefeller Family Fund	6/8/2012	125,000.00	437 Madison Avenue, 37th Floor	New York	NY	10022-7001	General Support	Public
Sangre de Cristo Chorale	6/8/2012	500.00	P O Box 4462	Santa Fe	NM	87502-4462	General Support	Public
Santa Fe Community Foundation	6/8/2012	25,000.00	P O. Box 1827	Santa Fe	NM	87504-1827	General Support	Public
Santa Fe Community Orchestra	6/8/2012	500.00	551 West Cordova Road, #211	Santa Fe	NM	87505	General Support	Public
Short Grass Music Festival	6/8/2012	1,000.00	P.O. Box 121	Cimarron	NM	87714	General Support	Public
SITE Santa Fe	6/28/2012	20,000.00	1606 Paseo de Peralta	Santa Fe	NM	87501	Summer Exhibition.	Public
Smith Fund, The	7/17/2012	15,000.00	33 Elm Street	Northampton	MA	01063	Alumnae Fund	Public
South Coast Repertory	6/8/2012	5,000.00	655 Town Center Drive	Costa Mesa	CA	92626	General Support	Public
Southwest Women's Law Center	6/8/2012	2,500.00	804 Alarid Street	Santa Fe	NM	87505	General Support	Public
United Way of Santa Fe County	6/8/2012	25,000.00	440 Cerrillos Road, Suite A	Santa Fe	NM	87501	General Support	Public
Washington Bach Consort	6/28/2012	50,000.00	1220 19th Street N.W., Suite 300	Washington	DC	20036-2400	General Support	Public
WETA	6/8/2012	15,000.00	2775 South Quincy Street	Arlington	VA	22206	General Support	Public

TOTAL GIFTS AND GRANTS PAID 847,250.00

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)	
2,042,229.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 2,024,116.				P	VARIOUS 18,113.	VARIOUS
TOTAL GAIN (LOSS)							<u>18,113.</u>	

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

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **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.		Employer identification number (EIN) or	
	C/O BOND BEEBE, P.C.		<input checked="" type="checkbox"/> 52-1472819	
	Number, street, and room or suite no. If a P.O. box, see instructions		Social security number (SSN)	
	4600 EAST-WEST HIGHWAY		<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-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 13, 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, 2011, and ending 11/30, 2012.

- 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 \$	4,388.
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 \$	4,388.
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 \$	

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	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.		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions		<input checked="" type="checkbox"/> 52-1472819	
	4600 EAST-WEST HIGHWAY		Social security number (SSN)	
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

- I request an additional 3-month extension of time until **10/15, 2013**
- For calendar year , or other tax year beginning **12/01, 2011**, and ending **11/30, 2012**
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 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 \$	4,388.
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 \$	4,388.
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 **J. Bond Beebe**Title **CFO**Date **6/24/13**

Form 8868 (Rev 1-2012)