



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

Return of Private Foundation

OMB No 1545-0052

2015

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made publicInformation about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2015 or tax year beginning

12/01, 2015, and ending

11/30, 2016

Name of foundation THE MILLSTREAM FUND, INC.

C/O WITHUMSMITH+BROWN, PC

A Employer identification number

52-1472819

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

(301) 272-6000

City or town, state or province, country, and ZIP or foreign postal code

BETHESDA, MD 20814-3423

G Check all that apply.

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

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) \$ 8,119,596.

J Accounting method

☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here.

D 1 Foreign organizations, check here.

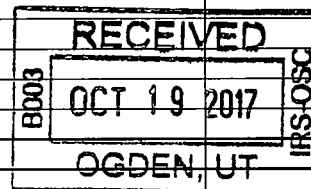
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here.

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here.

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	1,000,000.			
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments.	13.	13.		ATCH 1
4 Dividends and interest from securities	137,724.	137,724.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	461,503.			
b Gross sales price for all assets on line 6a	3,702,551.			
7 Capital gain net income (from Part IV, line 2)		461,503.		
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	1,599,240.	599,240.		
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 3	10,500.	882.		9,618.
c Other professional fees (attach schedule) [4]	50,489.	50,489.		
17 Interest				
18 Taxes (attach schedule) (see instructions) [5]	23,670.			25.
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	736.			736.
24 Total operating and administrative expenses. Add lines 13 through 23.	85,395.	51,371.		10,379.
25 Contributions, gifts, grants paid	909,500.			909,500.
26 Total expenses and disbursements. Add lines 24 and 25	994,895.	51,371.	0.	919,879.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	604,345.			
b Net investment income (if negative, enter -0-)		547,869.		
c Adjusted net income (if negative, enter -0-)				

SCANNED OCT 19 2017
Revenue
Operating and Administrative Expenses

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	61,176.	140,081.	140,081.
	2	Savings and temporary cash investments	58,648.	57,134.	57,134.
	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			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	6,477,581.	7,004,535.	7,922,381.
	c	Investments - corporate bonds (attach schedule)			
	Liabilities	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)	6,597,405.	7,201,750.	8,119,596.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg. and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	6,597,405.	7,201,750.	
	30	Total net assets or fund balances (see instructions)	6,597,405.	7,201,750.	
	31	Total liabilities and net assets/fund balances (see instructions)	6,597,405.	7,201,750.	

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	6,597,405.
2	Enter amount from Part I, line 27a	2	604,345.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,201,750.
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	7,201,750.

Form 990-PF (2015)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	461,503.
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))
2014	772,734.	7,473,578.	0.103395
2013	816,000.	6,679,956.	0.122156
2012	790,250.	5,498,682.	0.143716
2011	846,843.	4,813,778.	0.175921
2010	884,686.	4,739,346.	0.186668

2 Total of line 1, column (d)	2	0.731856
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	0.146371
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	7,614,325.
5 Multiply line 4 by line 3	5	1,114,516.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,479.
7 Add lines 5 and 6	7	1,119,995.
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	919,879.

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 ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	10,957.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		2	
3 Add lines 1 and 2		3	10,957.
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	10,957.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 22,363.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 1,637.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	24,000.
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	13,043.
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ☐ 13,043. 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 Instructions for the 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 ☐ \$ (2) On foundation managers ☐ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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) ☐ 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 ATCH 8		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 2015 or the taxable year beginning in 2015 (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 ATCH 9	X	

Form 990-PF (2015)

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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 ▶ 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 ▶ 15		
16 At any time during calendar year 2015, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶		
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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ Yes ☒ No	
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see 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?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2015 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 2015)	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 2015?	4b	X

Form 990-PF (2015)

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 4945(d)(4)(A)? (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)? ☐ **5b**

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see 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
ATCH 10		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.

Form 990-PF (2015)

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	

Form 990-PF (2015)

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	7,573,377.
b	Average of monthly cash balances	1b	156,902.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	7,730,279.
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	7,730,279.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	115,954.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,614,325.
6	Minimum investment return. Enter 5% of line 5	6	380,716.

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	380,716.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	10,957.
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	10,957.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	369,759.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	369,759.
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	369,759.

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	919,879.
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	919,879.
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	919,879.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				369,759.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20 13 , 20 12 , 20 11				
3 Excess distributions carryover, if any, to 2015				
a From 2010	656,119.			
b From 2011	606,968.			
c From 2012	522,651.			
d From 2013	498,893.			
e From 2014	421,092.			
f Total of lines 3a through e	2,705,723.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 919,879.				
a Applied to 2014, 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 2015 distributable amount.				369,759.
e Remaining amount distributed out of corpus.	550,120.			
5 Excess distributions carryover applied to 2015 . (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:	3,255,843.			
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 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	656,119.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	2,599,724.			
10 Analysis of line 9				
a Excess from 2011	606,968.			
b Excess from 2012	522,651.			
c Excess from 2013	498,893.			
d Excess from 2014	421,092.			
e Excess from 2015	550,120.			

Form **990-PF** (2015)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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))

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 or e-mail address 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 ATCH 11				
Total			▶ 3a	909,500.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)

[illegible]

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527 relating to political organizations? | | Yes | No |
|---|-------|-----|-------------------------------------|
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | ☒ |
| (2) Other assets | 1a(2) | | ☒ |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | ☒ |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | ☒ |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | ☒ |
| (4) Reimbursement arrangements | 1b(4) | | ☒ |
| (5) Loans or loan guarantees | 1b(5) | | ☒ |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | ☒ |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | ☒ |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

- 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements, and to the best of my knowledge and belief it is true and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign
Here**

Signature of officer or trustee Robert J. Williams Date 10/15/17 Title Secretary/Treasurer

May the RS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

THOMAS J. ROYALSON

Preparer's signature

Date _____

10/16/15

Check ☐ **T**
self-employed

PTIN

FO02346.75

Firm's name ► BOND FREEBIE INC

Firm's address **4600 EAST-WEST HIGHWAY SUITE 200**

BETHLESDA, MD

Firm's EIN ▶ 12-1044197

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100	101	102	103	104	105	106	107	108	109	110	111	112	113	114	115	116	117	118	119	120	121	122	123	124	125	126	127	128	129	130	131	132	133	134	135	136	137	138	139	140	141	142	143	144	145	146	147	148	149	150	151	152	153	154	155	156	157	158	159	160	161	162	163	164	165	166	167	168	169	170	171	172	173	174	175	176	177	178	179	180	181	182	183	184	185	186	187	188	189	190	191	192	193	194	195	196	197	198	199	200	201	202	203	204	205	206	207	208	209	210	211	212	213	214	215	216	217	218	219	220	221	222	223	224	225	226	227	228	229	230	231	232	233	234	235	236	237	238	239	240	241	242	243	244	245	246	247	248	249	250	251	252	253	254	255	256	257	258	259	260	261	262	263	264	265	266	267	268	269	270	271	272	273	274	275	276	277	278	279	280	281	282	283	284	285	286	287	288	289	290	291	292	293	294	295	296	297	298	299	300	301	302	303	304	305	306	307	308	309	310	311	312	313	314	315	316	317	318	319	320	321	322	323	324	325	326	327	328	329	330	331	332	333	334	335	336	337	338	339	340	341	342	343	344	345	346	347	348	349	350	351	352	353	354	355	356	357	358	359	360	361	362	363	364	365	366	367	368	369	370	371	372	373	374	375	376	377	378	379	380	381	382	383	384	385	386	387	388	389	390	391	392	393	394	395	396	397	398	399	400	401	402	403	404	405	406	407	408	409	410	411	412	413	414	415	416	417	418	419	420	421	422	423	424	425	426	427	428	429	430	431	432	433	434	435	436	437	438	439	440	441	442	443	444	445	446	447	448	449	450	451	452	453	454	455	456	457	458	459	460	461	462	463	464	465	466
---	---	---	---	---	---	---	---	---	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----

26814-2443

Phone no 301-272-600.

201-272-600.

Schedule of Contributors

OMB No 1545-0047

2015

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization

THE MILLSTREAM FUND, INC.
C/O WITHUMSMITH+BROWN, PC

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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 its Form 990-PF, Part I, line 2, 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 WITHUMSMITH+BROWN, PC

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 WITHUMSMITH+BROWN, 4600 EAST-WEST HWY BETHESDA, MD 20814	\$ 1,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE MILLSTREAM FUND, INC.
C/O WITHUMSMITH+BROWN, PC

Employer identification number
52-1472819

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization THE MILLSTREAM FUND, INC.
C/O WITHUMSMITH+BROWN, PC

Employer identification number
52-1472819

Part III *Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For 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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,702,552.		PUBLICLY TRADED SECURITIES - US TRUST PROPERTY TYPE: SECURITIES 3,241,049.				P	VARIOUS 461,503.	VARIOUS
TOTAL GAIN (LOSS)							<u>461,503.</u>	

PRINCIPAL SECURITIES SOLD, LIQUIDATED OR REDEEMED
DURING THE PERIOD DECEMBER 1, 2015 THROUGH NOVEMBER 30, 2016
TOGETHER WITH GAINS REALIZED OR LOSSES INCURRED

Description	Date Acquired	Date Sold	Net Proceeds	Tax Cost	Gain	Loss	Book Value Information		
							Acquis. Date	Book Cost	Book Gain (Loss)
ALL CAPITAL GAINS AND LOSSES (SHORT-TERM AND LONG-TERM)									
Bank of America MM Funds sold	12/15-11/16	12/15-11/16	472,623.40	472,623.40	0.00	0.00	12/15-11/16	472,623.40	0.00
1112 CVS HEALTH CORP	10/24/12	12/07/15	106,751.72	51,185.25	55,566.47				
508.92 AT&T INC	01/22/13	12/14/15	16,940.47	14,374.54	2,565.93	0.00	10/24/12	51,185.25	55,566.47
1039.08 AT&T INC	02/25/13	12/14/15	34,587.97	26,894.10	7,693.87	0.00	01/22/13	14,374.54	2,565.93
294 CELGENE CORP	04/30/13	12/28/15	35,127.23	17,260.49	17,866.74	0.00	02/25/13	26,894.10	7,693.87
402 CELGENE CORP	11/19/13	12/28/15	48,031.12	30,703.51	17,327.61	0.00	04/30/13	17,260.49	17,866.74
50 CELGENE CORP	06/02/15	12/28/15	5,974.02	5,758.50	215.52	0.00	00	11/19/13	30,703.51
147 ALPHABET INC	07/06/15	01/04/16	108,867.65	76,603.14	32,264.51	0.00	06/02/15	5,758.50	215.52
200 GAP INC DEL	07/03/13	01/11/16	4,493.91	8,956.12	0.00	(4,462.21)	07/06/15	76,603.14	32,264.51
1015 GAP INC DEL	07/16/13	01/11/16	22,806.58	45,431.40	0.00	(22,624.82)	07/03/13	8,956.12	(4,462.21)
670 GAP INC DEL	08/14/13	01/11/16	15,054.59	29,807.63	0.00	(14,753.04)	07/16/13	45,431.40	(22,624.82)
1170 GAP INC DEL	09/02/14	01/11/16	26,289.37	54,371.30	0.00	(28,081.93)	08/14/13	29,807.63	(14,753.04)
388 UNITEDHEALTH GROUP INC	08/10/15	01/19/16	43,503.71	47,599.02	0.00	(4,095.31)	09/02/14	54,371.30	(28,081.93)
869 DISNEY WALT CO	03/18/14	01/25/16	83,386.48	71,361.41	12,025.07	0.00	08/10/15	47,599.02	(4,095.31)
997 MICROSOFT CORP	04/07/14	02/01/16	54,530.19	39,944.98	14,585.21	0.00	03/18/14	71,361.41	12,025.07
239 ACCENTURE PLC	01/20/11	02/08/16	22,763.56	12,170.86	10,592.70	0.00	04/07/14	39,944.98	14,585.21
149 AMGEN INC	05/05/14	02/08/16	21,234.25	16,829.95	4,404.30	0.00	01/20/11	12,170.86	10,592.70
673 ARCHER DANIELS MIDLAND CO	11/10/14	02/08/16	22,606.81	34,105.79	0.00	(11,498.98)	05/05/14	16,829.95	4,404.30
413 GARTNER GROUP INC NEW	04/30/13	02/22/16	34,148.54	23,735.11	10,413.43	0.00	11/10/14	34,105.79	(11,498.98)
376 GARTNER GROUP INC NEW	05/08/13	02/22/16	31,089.22	21,524.87	9,564.35	0.00	04/30/13	23,735.11	10,413.43
599 GARTNER GROUP INC NEW	05/08/13	02/23/16	49,388.56	34,290.96	15,097.60	0.00	05/08/13	21,524.87	9,564.35
299 POLARIS INDS INC	02/25/13	02/29/16	26,584.86	25,519.95	1,064.91	0.00	05/08/13	34,290.96	15,097.60
414 POLARIS INDS INC	04/03/13	02/29/16	36,809.80	37,558.40	0.00	(748.60)	02/25/13	25,519.95	1,064.91
630 EMC CORP	07/02/10	03/07/16	16,608.81	11,390.40	5,218.41	0.00	04/03/13	37,558.40	(748.60)
2300 EMC CORP	08/31/11	03/07/16	60,635.35	52,026.00	8,609.35	0.00	07/02/10	11,390.40	5,218.41
1936 WHOLE FOODS MKT INC	05/04/15	03/14/16	63,888.90	94,324.98	0.00	(30,436.08)	08/31/11	52,026.00	8,609.35
355 ACCENTURE PLC	01/20/11	03/21/16	38,283.06	18,078.06	20,205.00	0.00	05/04/15	94,324.98	(30,436.08)
2282 SERVICE CORP INTL	11/16/15	03/28/16	52,494.85	61,158.09	0.00	(8,663.24)	01/20/11	18,078.06	20,205.00
543 SERVICE CORP INTL	11/17/15	03/28/16	12,491.10	14,716.41	0.00	(2,225.31)	11/16/15	61,158.09	(8,663.24)
622 THOR INDS INC	08/31/15	04/04/16	39,010.71	34,057.64	4,953.07	0.00	11/17/15	14,716.41	(2,225.31)
255 THOR INDS INC	09/01/15	04/04/16	15,993.14	13,725.04	2,268.10	0.00	08/31/15	34,057.64	4,953.07
506 THOR INDS INC	09/01/15	04/05/16	31,417.83	27,234.80	4,183.03	0.00	09/01/15	13,725.04	2,268.10
230 BIOGEN IDEC INC	03/07/16	04/11/16	61,471.85	61,471.85	0.00	0.00	09/01/15	27,234.80	4,183.03
716 LANDSTAR SYS INC	10/19/15	04/18/16	46,490.57	46,315.84	174.73	0.00	03/07/16	61,471.85	0.00
52 LANDSTAR SYS INC	10/20/15	04/18/16	3,376.41	3,399.05	0.00	(22.64)	10/19/15	46,315.84	174.73
449 LANDSTAR SYS INC	10/20/15	04/19/16	29,370.59	29,349.53	21.06	0.00	10/20/15	3,399.05	(22.64)
252 WELLS FARGO & CO	12/23/10	04/25/16	12,664.90	7,817.04	4,847.86	0.00	10/20/15	29,349.53	21.06
1600 WELLS FARGO & CO	02/10/11	04/25/16	80,412.04	53,167.84	27,244.20	0.00	12/23/10	7,817.04	4,847.86
539 APTARGROUP INC	05/11/15	05/02/16	41,448.04	34,052.73	7,395.31	0.00	02/10/11	53,167.84	27,244.20
6 APTARGROUP INC	05/12/15	05/02/16	461.39	379.42	81.97	0.00	05/11/15	34,052.73	7,395.31
704 APTARGROUP INC	05/12/15	05/03/16	53,446.69	44,518.40	8,928.29	0.00	05/12/15	379.42	81.97
						0.00	05/12/15	44,518.40	8,928.29

PRINCIPAL SECURITIES SOLD, LIQUIDATED OR REDEEMED
DURING THE PERIOD DECEMBER 1, 2015 THROUGH NOVEMBER 30, 2016
TOGETHER WITH GAINS REALIZED OR LOSSES INCURRED

Description	Date Acquired	Date Sold	Net Proceeds	Tax Cost	Book Value Information			
					Acquis. Date	Book Cost	Gain Loss	Book Gain (Loss)
713 MARIOTT INTL INC NEW	03/23/15	05/09/16	49,270.26	60,322.26	03/23/15	60,322.26	(11,052.00)	(11,052.00)
659 MICROSOFT CORP	04/07/14	05/09/16	33,029.98	26,402.95	04/07/14	26,402.95	6,627.03	6,627.03
0 ST JUDE MED INC	01/30/13	05/18/16	169.82	0.00	01/30/13	0.00	169.82	169.82
650 ROPER TECHNOLOGIES INC	02/25/13	05/23/16	113,192.53	80,259.47	02/25/13	80,259.47	32,933.06	32,933.06
168 BIOGEN IDEC INC	02/08/16	05/31/16	48,671.73	43,588.03	02/08/16	43,588.03	5,083.70	5,083.70
62 BIOGEN IDEC INC	02/08/16	06/06/16	17,841.51	16,086.06	02/08/16	16,086.06	1,755.45	1,755.45
59 BIOGEN IDEC INC	03/07/16	06/06/16	16,978.21	15,794.27	03/07/16	15,794.27	1,183.94	1,183.94
39 BIOGEN IDEC INC	03/14/16	06/06/16	11,222.88	10,101.86	03/14/16	10,101.86	1,121.02	1,121.02
169 BIOGEN IDEC INC	05/04/16	06/06/16	48,632.49	45,214.32	05/04/16	45,214.32	3,418.17	3,418.17
905 MICROSOFT CORP	04/07/14	06/20/16	45,604.05	36,258.99	04/07/14	36,258.99	9,345.06	9,345.06
150 VERIZON COMMUNICATIONS INC	06/17/14	06/20/16	8,042.64	7,757.40	06/17/14	7,757.40	285.24	285.24
1378 VERIZON COMMUNICATIONS INC	06/30/14	06/20/16	73,885.01	67,562.18	06/30/14	67,562.18	6,322.83	6,322.83
177 UNITEDHEALTH GROUP INC	08/10/15	06/27/16	24,099.80	21,713.98	08/10/15	21,713.98	2,385.82	2,385.82
355 UNITEDHEALTH GROUP INC	09/08/15	06/27/16	48,335.77	40,847.52	09/08/15	40,847.52	7,488.25	7,488.25
492 APPLE INC	05/23/12	07/05/16	46,559.46	39,532.13	05/23/12	39,532.13	7,027.33	7,027.33
420 ARCHER DANIELS MIDLAND CO	11/10/14	07/05/16	17,563.41	21,284.45	11/10/14	21,284.45	(3,721.04)	(3,721.04)
223 MCKESSON CORP	06/19/13	07/11/16	42,991.96	25,665.96	06/19/13	25,665.96	17,326.00	17,326.00
92 MCKESSON CORP	07/08/13	07/11/16	17,736.59	10,748.38	07/08/13	10,748.38	6,988.21	6,988.21
111 ALPHABET INC	07/13/15	07/18/16	82,936.44	62,925.30	07/13/15	62,925.30	20,011.14	20,011.14
585 UNITEDHEALTH GROUP INC	09/08/15	07/25/16	82,923.19	67,312.10	09/08/15	67,312.10	15,611.09	15,611.09
406 ARCHER DANIELS MIDLAND CO	11/10/14	08/01/16	17,929.83	20,574.97	11/10/14	20,574.97	(2,645.14)	(2,645.14)
1380 ARCHER DANIELS MIDLAND CO	12/08/14	08/01/16	60,943.74	73,152.20	12/08/14	73,152.20	(12,208.46)	(12,208.46)
764 MICROSOFT CORP	04/07/14	08/08/16	44,199.51	30,609.80	04/07/14	30,609.80	13,589.71	13,589.71
1168 GLOBAL PNTS INC	10/19/15	08/22/16	87,551.78	77,453.36	10/19/15	77,453.36	10,098.42	10,098.42
598 PARKER HANNIFIN CORP	02/02/15	08/22/16	74,161.28	70,503.15	02/02/15	70,503.15	3,658.13	3,658.13
361 ACCENTURE PLC	01/20/11	08/29/16	46,666.20	20,675.18	01/20/11	20,675.18	25,991.02	25,991.02
1004 DR PEPPER SNAPPLE INC	01/28/11	08/29/16	41,493.83	18,768.36	01/28/11	18,768.36	22,725.47	22,725.47
544 CAPITAL ONE FINL CORP	08/18/14	09/06/16	94,233.10	61,222.01	08/18/14	61,222.01	33,011.09	33,011.09
1572 TOTAL SYS SVCS INC	07/05/16	09/12/16	38,891.51	33,237.28	07/05/16	33,237.28	5,654.23	5,654.23
589 ACCENTURE PLC	01/25/16	09/19/16	73,496.15	71,522.16	01/25/16	71,522.16	1,973.99	1,973.99
75 ACCENTURE PLC	01/28/11	09/26/16	66,687.60	30,622.05	01/28/11	30,622.05	36,065.55	36,065.55
1543 CROWN HLDGS INC	06/02/15	09/26/16	8,491.63	7,279.25	06/02/15	7,279.25	1,212.38	1,212.38
589 YUM BRANDS INC	12/01/14	10/17/16	84,894.18	77,016.66	12/01/14	77,016.66	7,877.52	7,877.52
474.52 AT&T INC	05/23/16	10/17/16	51,444.95	47,020.67	05/23/16	47,020.67	4,424.28	4,424.28
925.19 AT&T INC	02/25/13	10/24/16	17,439.24	12,281.82	02/25/13	12,281.82	5,157.42	5,157.42
853.29 AT&T INC	11/19/13	10/24/16	34,001.90	31,936.52	11/19/13	31,936.52	2,065.38	2,065.38
1247 VIACOM INC	05/05/14	10/24/16	31,359.62	29,600.70	05/05/14	29,600.70	1,758.92	1,758.92
386 BOEING CO	06/22/15	10/24/16	46,425.26	85,044.70	06/22/15	85,044.70	(38,619.44)	(38,619.44)
921 YUM BRANDS INC	07/20/15	10/31/16	55,061.81	56,605.34	07/20/15	56,605.34	(1,543.53)	(1,543.53)
1187 COMCAST CORP	05/23/16	10/31/16	79,156.10	73,524.68	05/23/16	73,524.68	5,631.42	5,631.42
189 COMCAST CORP	02/09/15	11/16/16	79,573.11	67,731.27	02/09/15	67,731.27	11,841.84	11,841.84
	02/09/15	11/28/16	12,905.22	10,784.51	02/09/15	10,784.51	2,120.71	2,120.71

ACCOUNT: THE MILLSTREAM FUND, INC

TAX I.D # 52-1472819

Sales - page 3

PRINCIPAL SECURITIES SOLD, LIQUIDATED OR REDEEMED
DURING THE PERIOD DECEMBER 1, 2015 THROUGH NOVEMBER 30, 2016
TOGETHER WITH GAINS REALIZED OR LOSSES INCURRED

Description	Date		Net Proceeds	Tax Cost	Gain	Loss	Book Value Information		
	Acquired	Sold					Acquis Date	Book Cost	Book Gain (Loss)
810 COMCAST CORP	02/17/15	11/28/16	55,308.07	47,633.15	7,674.92	0.00	02/17/15	47,633.15	7,674.92
1202 DOLLAR GEN CORP	08/29/16	11/28/16	94,889.96	92,139.24	2,750.72	0.00	08/29/16	92,139.24	2,750.72
906 LOWES COS INC	09/28/15	11/28/16	64,721.30	61,561.90	3,159.40	0.00	09/28/15	61,561.90	3,159.40
TOTAL ALL STOCKS			3,702,551.45	3,241,048.94	658,904.28	(197,401.77)		3,241,048.94	461,502.51

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
US TRUST MONEY MARKET FUNDS	13.	13.
TOTAL	<u>13.</u>	<u>13.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
US TRUST	137,724.	137,724.
TOTAL	<u>137,724.</u>	<u>137,724.</u>

ATTACHMENT 3FORM 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	10,500.	882.		9,618.
TOTALS	<u>10,500.</u>	<u>882.</u>		<u>9,618.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CUSTODY FEES:		
US TRUST	4,563.	4,563.
ADVISORY FEES:		
NUVEEN ASSET MGMT	45,926.	45,926.
TOTALS	<u>50,489.</u>	<u>50,489.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
FRANCHISE TAX	25.	25.
FEDERAL EXCISE TAX	23,645.	
TOTALS	<u>23,670.</u>	<u>25.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
CORPORATION FILING FEES	736.	736.
TOTALS	736.	736.

STATEMENT OF ASSETS AS OF NOVEMBER 30, 2016

<u>Weight</u>	<u>Description</u>	<u>Quantity</u>	<u>Unit Cost</u>	<u>Book Value/ Cost Basis</u>	<u>Price</u>	<u>11/30/16 Value</u>
** Equities **						
2.20%	AETNA INC	1,366	86.86	118,654.38	130.84	178,727
3.60%	ALPHABET INC - CLASS A	377	741.30	279,469.52	775.88	292,507
1.51%	AMERISOURCEBERGEN CORP	1,567	103.21	161,728.44	77.99	122,210
3.00%	AMGEN INC	1,688	120.38	203,197.99	144.07	243,190
1.70%	ANTHEM INC	967	142.38	137,680.20	142.53	137,827
4.29%	APPLE INC	3,150	83.90	264,294.99	110.52	348,138
2.25%	BIOGEN IDEC INC	622	274.08	170,474.86	294.07	182,912
2.07%	BOEING CO	1,119	144.56	161,764.60	150.56	168,477
0.79%	BRINKER INTL INC	1,209	46.39	56,081.03	53.11	64,210
1.12%	C H ROBINSON WORLDWIDE INC	1,213	73.18	88,764.88	74.85	90,793
1.96%	CARDINAL HEALTH INC	2,240	86.63	194,055.48	71.01	159,062
1.11%	CARLISLE COS INC	801	104.79	83,940.43	112.17	89,848
1.15%	COCA COLA CO	2,308	42.23	97,464.28	40.35	93,128
0.99%	COMCAST CORP	1,158	59.63	69,048.93	69.51	80,493
0.48%	DISCOVERY COMMUNICATIONS INC	1,450	20.81	30,170.41	27.09	39,281
0.90%	DISNEY WALT CO	738	82.12	60,603.82	99.12	73,151
1.15%	DOMINOS PIZZA INC	558	149.54	83,441.48	168.04	93,766
1.15%	DR PEPPER SNAPPLE INC	1,075	62.83	67,539.87	86.74	93,246
1.28%	EAGLE MATERIALS INC	1,069	75.03	80,202.65	97.20	103,907
1.02%	EXPEDITORS INTL WASHINGTON INC	1,574	50.69	79,789.60	52.74	83,013
2.53%	EXPRESS SCRIPTS HLDG CO	2,710	52.79	143,053.89	75.88	205,635
1.10%	F5 NETWORKS INC	634	118.61	75,196.15	140.75	89,236
1.20%	GILEAD SCIENCES INC	1,325	23.58	31,245.69	73.70	97,653
1.09%	HENRY JACK & ASSOC INC	1,028	75.31	77,421.55	86.44	88,860
4.51%	HOME DEPOT INC	2,830	87.88	248,700.60	129.40	366,202
1.13%	INTUIT	809	79.74	64,511.03	113.68	91,967
0.90%	J P MORGAN CHASE & CO	907	59.53	53,991.27	80.17	72,714
0.93%	LOWES COS INC	1,075	67.95	73,045.30	70.55	75,841
1.14%	MARRIOTT INTL INC NEW	1,178	82.32	96,972.56	78.78	92,803
3.96%	MASTERCARD INC	3,147	92.02	289,583.53	102.20	321,623
3.38%	MCDONALDS CORP	2,299	114.97	264,326.15	119.27	274,202
1.40%	MCKESSON CORP	788	166.05	130,843.85	143.81	113,322
2.54%	MICROSOFT CORP	3,426	40.61	139,129.16	60.26	206,451
2.24%	OMNICOM GROUP INC	2,091	84.04	175,726.63	86.94	181,792
1.00%	PANERA BREAD CO	384	210.11	80,682.20	212.11	81,450
1.14%	PARKER HANNIFIN CORP	667	119.30	79,572.29	138.93	92,666
3.55%	PEPSICO INC	2,877	93.12	267,911.09	100.10	287,988
2.57%	QUALCOMM INC	3,065	54.70	167,662.15	68.13	208,818
1.32%	REINSURANCE GROUP AMER INC	879	84.92	74,646.90	122.05	107,282
1.00%	SCRIPPS NETWORKS INTERACTIVE I	1,175	67.09	78,835.50	69.26	81,381
2.37%	SYS CO	3,617	43.75	158,249.83	53.25	192,605
1.95%	TARGET CORP	2,048	74.12	151,796.27	77.24	158,188
1.25%	TIME WARNER INC	1,107	76.14	84,283.47	91.82	101,645
0.92%	TRANSDIGM GROUP INC	296	259.44	76,792.76	251.43	74,423
1.25%	TYSON FOODS INC	1,793	74.92	134,330.26	56.81	101,860
2.63%	UNITEDHEALTH GROUP INC	1,348	127.87	172,363.08	158.32	213,415
0.92%	URBAN OUTFITTERS INC	2,370	30.23	71,645.05	31.60	74,892
1.03%	VAIL RESORTS INC	530	154.96	82,131.30	158.40	83,952
0.97%	VALMONT INDS INC	528	136.94	72,301.78	148.90	78,619
0.95%	VEEVA SYS INC	1,661	46.57	77,354.08	46.48	77,203
1.96%	VERIZON COMMUNICATIONS INC	3,191	50.34	160,628.36	49.90	159,231
0.91%	VIACOM INC	1,970	49.31	97,145.35	37.48	73,836

THE MILLSTREAM FUND, INC.

TAX I.D. # 52-1472819

STATEMENT OF ASSETS AS OF NOVEMBER 30, 2016

<u>Weight</u>	<u>Description</u>	<u>Quantity</u>	<u>Unit Cost</u>	<u>Book Value/ Cost Basis</u>	<u>Price</u>	<u>11/30/16 Value</u>
3.31%	VISA INC	3,477	55.64	193,458.35	77.32	268,842
1.14%	WABTEC CORP	1,094	75.03	82,082.44	84.67	92,629
1.79%	WALGREENS BOOTS ALLIANCE INC	1,717	83.03	142,568.63	84.73	145,481
1.84%	YUM BRANDS INC	2,363	60.62	145,978.81	63.39	149,791
97.57%	Security Totals			7,004,535.15		7,922,381

ATTACHMENT 7FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 7 SUPPORT	6,477,581.	7,004,535.	7,922,381.
TOTALS	<u>6,477,581.</u>	<u>7,004,535.</u>	<u>7,922,381.</u>

THE MILLSTREAM FUND, INC.

52-1472819

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
HOPE ALDRICH C/O WITHUMSMITH+BROWN, PC 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.

THE MILLSTREAM FUND, INC

52-1472819

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
AKSHAYA PATRA USA 92 MONTVALE AVENUE SUITE 2500 STONEHAM, MA 02180	N/A PC		GENERAL SUPPORT	10,000
ASIAN CULTURAL COUNCIL 6 WEST 48TH ST 12 FLOOR NEW YORK, NY 10036-1802	N/A PC		GENERAL SUPPORT	25,000
BAYKIDS 1007 GENL KENNEDY BOX 10 SAN FRANCISCO, CA 94129	N/A PC		GENERAL SUPPORT	15,000
BOWERS MUSEUM 2002 NORTH MAIN ST SANTA ANA, CA 92706	N/A PC		GENERAL SUPPORT	2,500
BREARLEY SCHOOL 610 EAST 83RD ST NEW YORK, NY 10028-7988	N/A PC		GENERAL SUPPORT	3,500
CALIFORNIA STATE PARKS FOUNDATION 50 FRANCISCO ST STE 110 SAN FRANCISCO, CA 94133	N/A PC		GENERAL SUPPORT	15,000

THE MILLSTREAM FUND, INC

52-1472819

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR REPRODUCTIVE RIGHTS 199 WATER STREET 22ND FL NEW YORK, NY 10038	N/A PC		GENERAL SUPPORT	15,000
CENTRAL PARK CONSERVANCY 14 EAST 60TH ST NEW YORK, NY 10022	N/A PC		GENERAL SUPPORT	10,000
COLUMBIA CENTER FOR CHILDREN'S ENVIRONMENT 722 WEST 168TH ST 12TH FLOOR NEW YORK, NY 10032	N/A PC		GENERAL SUPPORT	5,000
CONSERVATION MINNESOTA 1101 W RIVER STE 250 MINNEAPOLIS, MN 55415-4853	N/A PC		GENERAL SUPPORT	25,000
CYSTINOSIS RESEARCH FOUNDATION 18802 BARDEEN AVENUE IRVINE, CA 92612	N/A PC		GENERAL SUPPORT	2,500
ESSENTIAL PUBLIC MEDIA 67 BEDFORD SQUARE PITTSBURGH, PA 15203	N/A PC		GENERAL SUPPORT	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HIGH COUNTRY NEWS FOUNDATION P O BOX 1090 PAONIA, CO 81428	N/A PC	GENERAL SUPPORT	5,000
HOAG HOSPITAL FOUNDATION 500 SUPERIOR AVE STE 350 NEWPORT BEACH, CA 92663	N/A PC	GENERAL SUPPORT	2,500
INSTITUTE FOR POLICY STUDIES 1112 16TH ST NW STE 600 WASHINGTON, DC 20036	N/A PC	GENERAL SUPPORT	5,000
KERA 3000 HARRY HINES BLVD DALLAS, TX 75201	N/A PC	GENERAL SUPPORT	25,000
KJZZ/FRIENDS OF PUBLIC RADIO ARIZONA 91.5 FM 2323 WEST 14TH STREET TEMPE, AZ 85281	N/A PC	FRONTERAS OFFICES	25,000
KOCE PUBLIC TV 3080 BRISTOL ST SUITE 100 COSTA MESA, CA 92626	N/A PC	GENERAL SUPPORT	5,000

THE MILLSTREAM FUND, INC

52-1472819

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	RECIPIENT	FOUNDATION STATUS		
KPCO/SOUTHERN CA PUBLIC RADIO 474 SOUTH RAYMOND AVE PASADENA, CA 91105	N/A PC		GENERAL SUPPORT	10,000
KUNM 89.9 FM/UNIVERSITY OF NEW MEXICO ONATE HALL 1 UNIVERSITY OF NM ALBUQUERQUE, NM 87131-0001	N/A PC		GENERAL SUPPORT	15,000
LINK COUNSELING CENTER 348 MT VERNON HWY ATLANTA, GA 30328-4139	N/A PC		GENERAL SUPPORT	10,000
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019	N/A PC		GENERAL SUPPORT	2,500
NARAL-PRO CHOICE AMERICA FOUNDATION 1156 15TH STREET N W WASHINGTON, DC 20005	N/A PC		GENERAL SUPPORT	20,000
NATIONAL DANCE INSTITUTE OF NEW MEXICO 1140 ALTO STREET SANTA FE, NM 87501-2596	N/A PC		AT-RISK YOUTH PROGRAMS	50,000

THE MILLSTREAM FUND, INC

52-1472819

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL DANCE INSTITUTE-NEW YORK 217 WEST 147TH ST NEW YORK, NY 10039-3427	N/A PC	GENERAL SUPPORT	25,000
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH ST NEW YORK, NY 10011	N/A PC	GENERAL SUPPORT	25,000
NEWPORT BEACH PUBLIC LIBRARY FOUNDATION 1000 AVOCADO NEWPORT BEACH, CA 92660-7915	N/A PC	GENERAL SUPPORT	1,000
PHILHARMONIC SOCIETY OF ORANGE COUNTY 2082 BUSINESS CTR DR STE 100 IRVINE, CA 92612	N/A PC	GENERAL SUPPORT	1,500
PLANNED PARENTHOOD FEDERATION OF AMERICA 123 WILLIAM STREET NEW YORK, NY 10038	N/A PC	GENERAL SUPPORT	75,000
PLANNED PARENTHOOD OF NEW MEXICO 719 SAN MATEO BLVD NE ALBUQUERQUE, NM 87108	N/A PC	GENERAL SUPPORT	20,000

THE MILLSTREAM FUND, INC

52-1472819

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD OF NEW YORK CITY INC 26 BLEECKER STREET 6TH FLOOR NEW YORK, NY 10012-2413	N/A PC		GENERAL SUPPORT	60,000
PLANNED PARENTHOOD OF ORANGE & SAN BERNARDINO 700 S TUSTIN ST ORANGE, CA 92866	N/A PC		GENERAL SUPPORT	20,000
POPULATION COUNCIL ONE DAG HAMMARSKJOLD NEW YORK, NY 10017	N/A PC		GENERAL SUPPORT	25,000
PRESBYTERIAN HEALTHCARE FOUNDATION P O BOX 26666 ALBUQUERQUE, NM 87125-6666	N/A PC		JOINT REPLACEMENT CTR	5,000
THE PROGRESSIVE 30 WEST MIFFLIN SUITE 703 MADISON, WI 53703	N/A PC		GENERAL SUPPORT	1,000
PUBLIC RADIO PROGRAM DIRECTORS ASSOCIATION 38 MILFORD STREET HAMILTON, NY 13346	N/A PC		GENERAL SUPPORT	25,000

THE MILLSTREAM FUND, INC

52-1472819

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RESPONSIBLE WEALTH 62 SUMMER STREET BOSTON, MA 02110	N/A PC		GENERAL SUPPORT	10,000
ROCKEFELLER FAMILY FUND 475 RIVERSIDE DRIVE STE 900 NEW YORK, NY 10116-0066	N/A PC		GENERAL SUPPORT	125,000
SAVE THE CHILDREN 501 KINGS HWY E SUITE 400 FAIRFIELD, CT 06825	N/A PC		SYRIAN CHILDREN RELIEF	50,000
SITE SANTA FE 1606 PASEO DE PERALTA SANTA FE, NM 87501	N/A PC		GENERAL SUPPORT	15,000
THE SMITH FUND P O BOX 340029 BOSTON, MA 02241-0429	N/A PC		GENERAL SUPPORT	15,000
SOUTH COAST REPERTORY P O BOX 2197 COSTA MESA, CA 92628-2197	N/A PC		GENERAL SUPPORT	5,000

THE MILLSTREAM FUND, INC

52-1472819

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
SOUTHWEST WOMEN'S LAW CENTER 1410 COAL AVE SW ALBUQUERQUE, NM 87104	N/A PC		GENERAL SUPPORT	2,500
WASHINGTON BACH CONSORT 1010 VERMONT AVE STE 202 WASHINGTON, DC 20005-4943	N/A PC		GENERAL SUPPORT	50,000
WETA 3939 CAMPBELL AVE ARLINGTON, VA 22206	N/A PC		GENERAL SUPPORT	25,000
TOTAL CONTRIBUTIONS PAID				909,500