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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

Treated as a Private Foundation

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

2009

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

Name of foundation

TURN 2 FOUNDATION, INC.

A Employer identification number

34-1847687

Use the IRS

label.

Otherwise,

print

or type.

See Specific

Instructions.

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

Room/suite

1360 EAST 9TH STREET

1100

B Telephone number (see page 10 of the instructions)

(216) 920-4800

City or town, state, and ZIP code

CLEVELAND, OH 44114-1717

C If exemption application is pending, check here

D 1 Foreign organizations, check here

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

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

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

H Check type of organization

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

Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 2,495,796.

J Accounting method Cash Accrual Other (specify) _____

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
--	------------------------------------	---------------------------	-------------------------	---

1 Contributions, gifts, grants, etc., received (attach schedule)	2,140,983			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.	51,517	51,517	51,517	ATTACH 1
3 Interest on savings and temporary cash investments	19,702	19,702	19,702	ATTACH 2
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)	-30,451			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	378,855			
7 Capital gain net income (from Part IV, line 2)				
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)	18,201			
11 Other income (attach schedule)	15,259			ATTACH 3
12 Total. Add lines 1 through 11	197,010	71,219	71,219	
13 Compensation of officers, directors, trustees, etc.	90,600			90,600
14 Other employee salaries and wages	394,557			394,557
15 Pension plans, employee benefits	60,317			60,317
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	45,321	239	239	45,082
c Other professional fees (attach schedule) *	103,371			103,371
17 Interest	6,400	0	0	6,400
18 Taxes (attach schedule) (see page 14 of the instructions) *	127,011			127,011
19 Depreciation (attach schedule) and depletion	1,859			1,859
20 Occupancy	8,401			8,401
21 Travel, conferences, and meetings	526,114			526,114
22 Printing and publications				
23 Other expenses (attach schedule)	1,378,964	239	239	1,363,712
24 Total operating and administrative expenses.	949,368			949,368
Add lines 13 through 23	2,328,332	239	239	2,313,080
25 Contributions, gifts, grants paid				
26 Total expenses and disbursements Add lines 24 and 25	-131,322	70,980	70,980	
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 5 JSA ** ATCH 6

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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	
	1 Cash -non-interest-bearing	1,309.	1,651.	1,651.	
	2 Savings and temporary cash investments	767,866.	499,762.	499,762.	
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U S and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule) ATCH 8	706,144.	809,758.	851,357.	
	c Investments - corporate bonds (attach schedule) ATCH 9	1,005,779.	1,051,978.	1,087,382.	
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule)				
	14 Land, buildings, and equipment basis ► 98,876.	54,875.	41,734.	41,734.	ATCH 10
	Less accumulated depreciation ► 57,142.				
	15 Other assets (describe ► ATCH 11)	13,910.	13,910.	13,910.	
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,549,883.	2,418,793.	2,495,796.	
	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 ► ATCH 12)	461.	693.		
	23 Total liabilities (add lines 17 through 22)	461.	693.		
	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	2,549,422.	2,418,100.		
	30 Total net assets or fund balances (see page 17 of the instructions)	2,549,422.	2,418,100.		
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,549,883.	2,418,793.		

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	2,549,422.
2 Enter amount from Part I, line 27a	2	-131,322.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	2,418,100.
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	2,418,100.

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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	-30,451.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.	{ }		3	-21,145.	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	2,566,837.	2,837,837.	0.904505
2007	2,030,302.	3,187,611.	0.636935
2006	2,116,106.	2,965,151.	0.713659
2005	1,528,736.	2,590,258.	0.590187
2004	1,547,530.	2,399,717.	0.644880
2 Total of line 1, column (d)			2 3.490166
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 0.698033
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 2,376,795.
5 Multiply line 4 by line 3			5 1,659,081.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 710.
7 Add lines 5 and 6			7 1,659,791.
8 Enter qualifying distributions from Part XII, line 4			8 2,313,080.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1	0.
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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	0.
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	0.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	0.
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	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	10	
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ►	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?	1a	X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	X
<i>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</i>			
1c	Did the foundation file Form 1120-POL for this year?	1c	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? <i>If "Yes," attach a detailed description of the activities</i>	2	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	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?	6	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► FL, MI, NJ, NY, OH,	8a	
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) **11** X

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? **12** X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? **13** X
Website address ► TURN2 FOUNDATION.ORG

14 The books are in care of ► KIM WILSON Telephone no ► (216) 920-4800
Located at ► 1360 E. 9TH ST. #1100 CLEVELAND, OH ZIP + 4 ► 44114-1782

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► **15**
and enter the amount of tax-exempt interest received or accrued during the year

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.

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

1b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? ► **1b** X
Organizations relying on a current notice regarding disaster assistance check here

1c 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 2009? **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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? 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 page 20 of the instructions) **2b** N/A

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 2009 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 2009) **3b** N/A

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 2009? **4b** X

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

5a	During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did <u>any</u> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?			5b	X
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 13		90,600.	2,000.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 14		116,564.	4,000.	0.

Total number of other employees paid over \$50,000 ► 0

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

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

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 SPONSOR AFTER SCHOOL PROGRAMS IN NEW YORK CITY AND W. MICHIGAN TO ENABLE CHILDREN TO PARTICIPATE IN CULTURAL ARTS, PHYSICAL FITNESS & EDUCATION ENRICHMENT PROGRAMS ON WEEKDAYS		614,757.
2 SPONSOR JETER'S LEADERS PROGRAMS IN THE NEW YORK CITY AND KALAMAZOO AREAS THAT RECOGNIZE STUDENTS FOR THEIR ACADEMIC ACHIEVEMENT, EXTRACURRICULAR ACTIVITIES, & COMMUNITY SERVICE		687,725.
3 SPONSOR SCHOLARSHIP PROGRAMS IN THE NEW YORK CITY, TAMPA, FL AND KALAMAZOO AREAS THAT RECOGNIZE STUDENTS FOR THEIR ACADEMIC ACHIEVEMENT AND LEADERSHIP SKILLS		60,069.
4 SPONSOR YOUTH BASEBALL CLINICS AND CAMPS IN THE NEW YORK, KALAMAZOO & TAMPA AREAS THAT ENABLE CHILDREN TO EXPERIENCE A MORE INTENSE TRAINING OF LEADERSHIP AND BASEBALL SKILLS		232,314.

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1 NONE		
2		
All other program-related investments. See page 24 of the instructions		
3 NONE		
Total. Add lines 1 through 3 ►		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities	1a 1,622,588.
b	Average of monthly cash balances	1b 790,402.
c	Fair market value of all other assets (see page 24 of the instructions)	1c 0.
d	Total (add lines 1a, b, and c)	1d 2,412,990.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 2,412,990.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4 36,195.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 2,376,795.
6	Minimum investment return. Enter 5% of line 5	6 118,840.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a 2,313,080.	
b	Program-related investments - total from Part IX-B	1b 0.	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2 0.	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a 0.	
b	Cash distribution test (attach the required schedule)	3b 0.	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 2,313,080.	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5 710.	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 2,312,370.	

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20 07.20 06.20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004	1,547,530.			
b From 2005	1,528,736.			
c From 2006	2,117,323.			
d From 2007	2,030,302.			
e From 2008	2,567,719.			
f Total of lines 3a through e	9,791,610.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 2,313,080.			0.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (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	12,104,690.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	1,547,530.			
9 Excess distributions carryover to 2010.	10,557,160.			
10 Analysis of line 9				
a Excess from 2005	1,528,736.			
b Excess from 2006	2,117,323.			
c Excess from 2007	2,030,302.			
d Excess from 2008	2,567,719.			
e Excess from 2009	2,313,080.			

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

a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ► 09/11/2007																																																																									
b	Check box to indicate whether the foundation is a private operating foundation described in section X 4942(j)(3) or 4942(j)(5)																																																																									
2a	<table border="1"> <thead> <tr> <th rowspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2009</th> <th>(b) 2008</th> <th>(c) 2007</th> <th>(d) 2006</th> </tr> </thead> <tbody> <tr> <td>70,980.</td> <td>88,240.</td> <td>114,992.</td> <td>102,249.</td> <td>376,461.</td> </tr> <tr> <td>60,333.</td> <td>75,004.</td> <td>97,743.</td> <td>86,912.</td> <td>319,992.</td> </tr> <tr> <td>2,313,080.</td> <td>2,567,719.</td> <td>2,030,302.</td> <td>2,117,323.</td> <td>9,028,424.</td> </tr> <tr> <td>602,781.</td> <td>856,389.</td> <td>894,561.</td> <td>1,011,846.</td> <td>3,365,577.</td> </tr> <tr> <td>1,710,299.</td> <td>1,711,330.</td> <td>1,135,741.</td> <td>1,105,477.</td> <td>5,662,847.</td> </tr> <tr> <td>2,495,796.</td> <td>2,274,369.</td> <td>3,329,515.</td> <td>3,180,095.</td> <td>11,279,775.</td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td>0.</td> </tr> <tr> <td>79,227.</td> <td>94,595.</td> <td>106,254.</td> <td>98,839.</td> <td>378,915.</td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td>0.</td> </tr> </tbody> </table>					Tax year	Prior 3 years			(e) Total	(a) 2009	(b) 2008	(c) 2007	(d) 2006	70,980.	88,240.	114,992.	102,249.	376,461.	60,333.	75,004.	97,743.	86,912.	319,992.	2,313,080.	2,567,719.	2,030,302.	2,117,323.	9,028,424.	602,781.	856,389.	894,561.	1,011,846.	3,365,577.	1,710,299.	1,711,330.	1,135,741.	1,105,477.	5,662,847.	2,495,796.	2,274,369.	3,329,515.	3,180,095.	11,279,775.					0.	79,227.	94,595.	106,254.	98,839.	378,915.					0.					0.					0.					0.
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3	Complete 3a, b, or c for the alternative test relied upon																																																																									
a	"Assets" alternative test - enter																																																																									
(1)	Value of all assets																																																																									
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)																																																																									
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed																																																																									
c	"Support" alternative test - enter																																																																									
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities, loans (section 512(a)(5)), or royalties)																																																																									
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)																																																																									
(3)	Largest amount of support from an exempt organization																																																																									
(4)	Gross investment income																																																																									

Part XV. Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

DEREK S. JETER

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

a The name, address, and telephone number of the person to whom applications should be addressed
ATTACHMENT 15

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

N/A

c Any submission deadlines

N/A

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

N/A

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				
ATTACHMENT 16				
Total.			► 3a	949,368.
b Approved for future payment				
Total.			► 3b	

Part XVI-A Analysis of Income-Producing Activities

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 page 28 of the 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	51,517.	
4	Dividends and interest from securities			14	19,702.	
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	-30,451.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	SEE PART 1 LINE 11			01	15,259.	
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)				56,027.	
13	Total Add line 12, columns (b), (d), and (e)					56,027.

12 Subtotal. Add columns (b), (d), and (e)
13 Total. Add line 12, columns (b), (d), and (e)
(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	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 page 29 of the instructions)
NOT APPLICABLE	

Schedule of Contributors

OMB No 1545-0047

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

2009

Name of the organization

TURN 2 FOUNDATION, INC.

Employer identification number

34-1847687

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year. ► \$ _____

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

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization TURN 2 FOUNDATION, INC.

Employer identification number
34-1847687**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	KELLOGG'S ONE KELLOGG SQUARE; P.O. BOX 3599 BATTLE CREEK, MI 49016-3599	\$ 7,340.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	CHRISTOPHER D. SMITHERS FOUNDATION P.O. BOX 67 MILL NECK, NY 11765	\$ 25,412.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	CONTRIBUTIONS LESS THAN \$5,000	\$ 27,595.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	HARD ROCK CAFE INT'L 6100 OLD PARK LANE ORLANDO, FL 32835	\$ 52,772.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	BANK OF AMERICA 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036	\$ 13,840.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	STEINER SPORTS MEMORABILIA 33 LE COUNT PLACE NEW ROCHELLE, NY 10801	\$ 101,516.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization TURN 2 FOUNDATION, INC.

Employer identification number

34-1847687

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	BURNETT, ALAN 15208 JARRETTSVILLE PIKE MONKTON, MD 21111	\$ 16,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
8	JETER, DEREK S. C/O PWC, 400 RENAISSANCE CTR DETROIT, MI 48243	\$ 525,664.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
9	GATORADE 555 W. MONROE STREET; #10-5 CHICAGO, IL 60661	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
10	TURN 2, INC. 1360 E. 9TH STREET; SUITE 1100 CLEVELAND, OH 44114	\$ 24,900.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
11	STARKER FAMILY FOUNDATION 5 SAROSCA FARM LANE PURCHASE, NY 10577	\$ 15,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
12	KINRAY, INC. 152-35 10TH AVENUE WHITESTONE, NY 11357	\$ 99,090.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization TURN 2 FOUNDATION, INC.

Employer identification number

34-1847687

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	NIKE, INC. ONE BOWERMAN DRIVE, JR-4 BEAVERTON, OR 97005-6453	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
14	TRI STATE QUALITY FORD DEALERS 220 WHITE PLAINS ROAD TARRYTOWN, NY 10591	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
15	AVON 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	\$ 9,840.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
16	CORTINA, RANIERO JR. 228 LEICESTER ROAD KENILWORTH, IL 60043	\$ 7,823.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
17	MICROSOFT CORPORATION 1290 AVENUE OF THE AMERICAS, 6TH FLOOR NEW YORK, NY 10104	\$ 9,840.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
18	MOVADO GROUP, INC. 650 FROST ROAD PARAMUS, NJ 07652	\$ 125,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization TURN 2 FOUNDATION, INC.

Employer identification number

34-1847687

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
19	JP MORGAN CHASE 611 WOODWARD AVE, SUITE 8088 DETROIT, MI 48226	\$ 15,090.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
20	BEAVEX, INC. PO BOX 1708 NEW HAVEN, CT 06507	\$ 23,492.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
21	STEINER SPORTS MEMORABILIA 33 LE COUNT PLACE NEW ROCHELLE, NY 10801	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
22	FERNANDEZ, MICHAEL 80 SHERI DRIVE ALLENDALE, NJ 07401	\$ 7,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
23	GATORADE 555 W. MONROE STREET, SUITE 10-5 CHICAGO, IL 60661	\$ 22,385.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
24	GOLDMAN SACHS & CO. 85 BROAD STREET NEW YORK, NY 10004	\$ 7,045.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization TURN 2 FOUNDATION, INC.

Employer identification number

34-1847687

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
25	ITD DISTRIBUTORS 6025 KIPPS COLONY DRIVE E GULFPORT, FL 33707	\$ 43,350.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
26	ANONYMOUS DONOR 330 MADISON AVENUE NEW YORK, NY 10017	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
27	BLOOMBERG LP 731 LEXINGTON AVENUE NEW YORK, NY 10022	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
28	NIKE, INC. ONE SW BOWERMAN DRIVE (JR-4) BEAVERTON, OR 97005	\$ 20,072.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
29	BOOK, ROBERT H. 12 BALTER ROAD NEW CITY, NY 10956	\$ 5,340.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
30	BTIG, LLC 825 THIRD AVENUE, 7TH FLOOR NEW YORK, NY 10022	\$ 9,840.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization TURN 2 FOUNDATION, INC.

Employer identification number
34-1847687**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
31	PROCTER AND GAMBLE - THE GILLETTE CO PRUDENTIAL TOWER BUILDING BOSTON, MA 02199	\$ 188,664.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
32	PRO PERFORMANCE SPORTS, LLC 12310 WORLD TRADE DRIVE, SUITE 310 SAN DIEGO, CA 92128	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
33	ROGERS, PHILIP 1251 AVENUE OF THE AMERICAS NEW YORK, NY 10020	\$ 11,140.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
34	RODRIGUEZ, SARAH 5300 W CYPRESS STREET #1100 TAMPA, FL 33607	\$ 5,802.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
35	HEYMANN-WOLF FOUNDATION 130 WEST 79TH STREET, SUITE 5D NEW YORK, NY 10024	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
36	HOME BOX OFFICE 1100 AVENUE OF THE AMERICAS NEW YORK, NY 10036	\$ 5,940.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization TURN 2 FOUNDATION, INC.

Employer identification number

34-1847687

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
37	PROSPORT MANAGEMENT, INC. 2688 COUNTRY WOODS LANE PALM HARBOR, FL 34683	\$ 14,090.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
38	BYCZEK, JOHN 15380 N. FLORIDA AVENUE, #102 TAMPA, FL 33613	\$ 11,567.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
39	MAI WEALTH ADVISORS, LLC 1360 E. 9TH STREET; #1100 CLEVELAND, OH 44114	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
40	CAA SPORTS 162 5TH AVENUE, 8TH FLOOR NEW YORK, NY 10010	\$ 30,975.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
41	NEW YORK PRESBYTERIAN HOSPITAL 525 E. 68TH STREET NEW YORK, NY 10065	\$ 5,340.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
42	SESCORT, INC 44 SOUTH BROADWAY, SUITE 614 WHITE PLAINS, NY 10601	\$ 14,090.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization TURN 2 FOUNDATION, INC.

Employer identification number

34-1847687

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
43	COLUMBIA PICTURES INDUSTRIES 570 WASHINGTON STREET, 3RD FLOOR NEW YORK, NY 10014	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
44	FUNDRAISING CONTRIBUTIONS < \$5,000	\$ 70,589.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
45	INTERVIEWING SERVICE OF AMERICA INC. 15400 SHERMAN WAY, SUITE 400 VAN NUYS, CA 91406	\$ 5,340.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
46	MILLENIUM COMMUNICATIONS GROUP 145 NORTH FRANKLIN TPKE, SUITE 309 RAMSEY, NJ 07466	\$ 14,090.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
47	NEW YORK YANKEES FOUNDATION YANKEE STADIUM BRONX, NY 10451	\$ 10,780.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
48	THE PACKER FAMILY FOUNDATION 1239 VEEDER DRIVE HEWLETT, NY 11557	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization TURN 2 FOUNDATION, INC.

Employer identification number

34-1847687

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
49	NATURE'S THERAPY 15402 N. NEBRASKA AVENUE #102 LUTZ, FL 33549	\$ 18,090.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
50	UPPER DECK CO. 5909 SEA OTTER PLACE CARLSBAD, CA 92010-6621	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
51	VINCENT LIMOUSINE 42-06 BROADWAY ASTORIA, NY 11103	\$ 5,000.	Person <input 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)

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

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
HUNTINGTON BANK	190.	190.	190.
FIDELITY INVESTMENTS	51,196.	51,196.	51,196.
JP MORGAN CHASE BANK NA	131.	131.	131.
TOTAL	<u><u>51,517.</u></u>	<u><u>51,517.</u></u>	<u><u>51,517.</u></u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>ADJUSTED NET INCOME</u>	<u>NET INVESTMENT INCOME</u>
FIDELITY INVESTMENTS	19,660.	19,660.	19,660.
HUNTINGTON NATIONAL BANK	34.	34.	34.
HUNTINGTON TAX EXEMPT DIVIDENDS	8.	8.	8.
TOTAL	<u><u>19,702.</u></u>	<u><u>19,702.</u></u>	<u><u>19,702.</u></u>

ATTACHMENT 2

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOMEDESCRIPTION

NYC GALA & TAMPA GOLF EVENTS:

GROSS RECEIPTS - TICKETS	1,090,818.
GROSS RECEIPTS - AUCTION ITEMS	315,200.
LESS:	
RECEIPTS REPORTED AS CONTRIBUTIONS	-804,933.
CREDIT CARD FEES	-12,372.
FACILITY EXPENSES	-236,405.
EVENT COORDINATOR EXPENSE	-19,500.
ENTERTAINMENT/PRODUCTION EXPENSE	-139,776.
PHOTOGRAPHY	-7,530.
EVENT RELATED TRAVEL EXPENSES	-78,261.
MISCELLANEOUS EXPENSES	-5,972.
POSTAGE & SHIPPING	-2,562.
TICKET/PROGRAM EXPENSE	-24,632.
SECURITY	-16,575.
MEALS	-792.
FLOWERS	-6,410.
PRIZES AND GIVEAWAYS	-23,561.
SUPPLIES AND COPIES	-5,001.
ADVERTISING/MEDIA/SIGNAGE	-6,477.

TOTALS

15,259.

FORM 990PE, 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>
MEADEN & MOORE	6,400.	0.	6,400.	6,400.
TOTALS	<u><u>6,400.</u></u>	<u><u>0.</u></u>	<u><u>6,400.</u></u>	<u><u>6,400.</u></u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
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D. HUNYADI CONSULTING FEES	4,920.	4,920.
C. SANCHEZ CONSULTING FEES	614.	614.
D. GIBBS CONSULTING FEES	13,910.	13,910.
M. HARRISON - CONSULTING FEE	9,531.	9,531.
J. AHERTON - CONSULTING FEE	5,848.	5,848.
M. CRUZ - CONSULTING FEE	7,348.	7,348.
K. LYNN - CONSULTING FEE	10,500.	10,500.
FIGURE 5 PRODUCTIONS	50,700.	50,700.
 TOTALS	 <u>103,371.</u>	 <u>103,371.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	42,433.	239.	239.	42,433.
FOREIGN INCOME TAX WITHHELD	239.			
PROPERTY TAX	2,624.			2,624.
STATE TAXES	25.			25.
TOTALS	<u><u>45,321.</u></u>	<u><u>239.</u></u>	<u><u>239.</u></u>	<u><u>45,082.</u></u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
LIABILITY & OTHER INSURANCE	18,338.	18,338.
OFFICE SUPPLIES & EXPENSES	11,645.	11,645.
ADVERTISING	4,000.	4,000.
BANK CHARGES	976.	976.
DUES & SUBSCRIPTIONS	779.	779.
MEALS & BEVERAGES	5,540.	5,540.
POSTAGE & SHIPPING	43,863.	43,863.
GROUND TRANSPORTATION	6,578.	6,578.
TELEPHONE EXPENSE	8,422.	8,422.
REGISTRATION & FILING FEES	825.	825.
UTILITIES	26,018.	26,018.
CLEANING, REPAIRS, MAINTENANCE	16,397.	16,397.
WORKMEN'S COMPENSATION INSURANCE	2,255.	2,255.
MISCELLANEOUS	16,541.	16,541.
CHILDREN'S TURN 2 US PROGRAM	6,505.	6,505.
CHILDREN'S HOLIDAY PARTIES	54,056.	54,056.
CHILDREN'S CLINICS & CAMPS	73,672.	73,672.
CHILDREN'S LEADERSHIP PROGRAM	192,394.	192,394.
JETER'S METER P.S. PROGRAM	15,139.	15,139.
GIVE AWAYS, BOOKS, PENS, OTHER	14,551.	14,551.
YOUTH BASEBALL GAME OUTING	7,620.	7,620.
TOTALS	<u>526,114.</u>	<u>526,114.</u>

526,114.526,114.

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>
--------------------	---------------------------------

ENDIN FMV

ENDING
BOOK VALUE

BEGINNING
BOOK VALUE

400	SHS	S&P 500	DEPOSITORY	48, 040.
1,100	SHS	S&P 500	DEPOSITORY	147, 397.
200	SHS	S&P 500	DEPOSITORY	22, 516.
300	SHS	S&P 500	DEPOSITORY	34, 812.
200	SHS	MIDCAP SPDR	TR SER 1	19, 728.
300	SHS	MIDCAP SPDR	TR SER 1	30, 246.
400	SHS	MIDCAP SPDR	TR SER 1	42, 678.
600	SHS	ISHARES TR RUS	2000 1	29, 601.
1000	SHS	ISHARES TR RUS	2000 1	52, 445.
1000	SHS	ISHARES MSCI EMERGING		21, 526.
4,046	FIDELITY	DIVERSIFIED INT		100, 000.
444.868	FIDELITY	DIVERSIFIED I		18, 799.
1783.591	MATTHEWS	CHINA FD		30, 000.
851.469	MATTHEWS	CHINA FD		13, 978.
2498.438	MUTUAL	SRS BEACON A		40, 000.
727.449	MUTUAL	SRS BEACON CL A		10, 368.
696.743	THIRD AVENUE	VALUE		40, 000.
88.94	THIRD AVENUE	VALUE		4, 010.
4,040.404	GATEWAY	FD CL A		4, 884.
14,033	GATEWAY	FD CL A		100, 000.
				354

TOTALS 706,144 809,758 851,357

$$\frac{809,758}{851,357}.$$

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MSDW BOND 6.75% DUE 4/15/11	52,639.	52,639.	52,974.
SLM CORP MTN 4.469% DUE 2/1/10	100,000.	100,000.	100,086.
FHLB BOND 5.75% DUE 5/15/12	49,585.	49,585.	54,922.
FHLB BOND 4.35% DUE 7/13/16	0.	100,000.	100,031.
FHLMC BOND 4.2% DUE 9/9/16	0.	150,000.	149,988.
FHLMC BOND 3.25% DUE 5/20/19	0.	100,000.	98,250.
BELLSOUTH CORP 5.2% DUE 9/15/14	0.	105,505.	107,099.
AMER. EXPRESS BK 5.55% 10/2012	203,124.	203,124.	213,886.
AMER. GENL FIN CORP 8.45% 2009	209,306.	0.	0.
PROT. LIFE SEC'D 5% 6/15/2013	200,000.	0.	0.
JPMORGAN CHASE 7.9% 2/1/2010	95,125.	95,125.	103,146.
WELLS FARGO CAP XV 9.75% 2049	96,000.	96,000.	107,000.
TOTALS	1,005,779.	1,051,978.	1,087,382.

ATTACHMENT 9

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING			ENDING BALANCE	BEGNING BALANCE	ADDITIONS	DISPOSALS	DISPOSALS	ENDING BALANCE
		BALANCE	ADDITIONS	DISPOSALS						
OFFICE FURNITURE	SL	271			271					271
OFFICE FURNITURE	SL	525			525					525
OFFICE FURNITURE	SL	4,276			4,276					4,277
OFFICE FURNISHINGS	SL	471			471					439
COMPUTER	SL	1,238			1,238					1,238
TELEPHONE EQUIPMNT	SL	1,813			1,813					1,317
OFFICE FURNITURE	SL	7,318			7,318					5,139
OFFICE FURNITURE	SL	22,200			22,200					15,329
OFFICE FURNITURE	SL	9,675			9,675					6,449
COMPUTER	SL	1,305			1,305					1,305
COMPUTER	SL	2,437			2,437					2,030
LAPTOP COMPUTER	SL	1,597			1,597					1,225
OFFICE FURNISHINGS	SL	6,031			6,031					2,083
OFFICE FURNISHINGS	SL	1,628			1,628					544
COMPUTER	SL	10,366			10,366					5,701
COMPUTER SERVER	SL	11,462			11,462					5,539
TELEPHONE EQUIPMEN	SL	2,303			2,303					795
OFFICE FURNITURE	SL	1,388			1,388					330
0070ES 5208		7/22/2019	12 41 29 PM	V 09-7	34-1847687					

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING			ENDING BALANCE	BEGNING BALANCE	ADDITIONS	DISPOSALS	DISPOSALS	ENDING BALANCE
		BALANCE	ADDITIONS	DISPOSALS						
OFFICE FURNITURE	SL	271			271					271
OFFICE FURNITURE	SL	525			525					525
OFFICE FURNITURE	SL	4,276			4,276					4,277
OFFICE FURNISHINGS	SL	471			471					439
COMPUTER	SL	1,238			1,238					1,238
TELEPHONE EQUIPMNT	SL	1,813			1,813					1,317
OFFICE FURNITURE	SL	7,318			7,318					5,139
OFFICE FURNITURE	SL	22,200			22,200					15,329
OFFICE FURNITURE	SL	9,675			9,675					6,449
COMPUTER	SL	1,305			1,305					1,305
COMPUTER	SL	2,437			2,437					2,030
LAPTOP COMPUTER	SL	1,597			1,597					1,225
OFFICE FURNISHINGS	SL	6,031			6,031					2,083
OFFICE FURNISHINGS	SL	1,628			1,628					544
COMPUTER	SL	10,366			10,366					5,701
COMPUTER SERVER	SL	11,462			11,462					5,539
TELEPHONE EQUIPMEN	SL	2,303			2,303					795
OFFICE FURNITURE	SL	1,388			1,388					330
0070ES 5208		7/22/2019	12 41 29 PM	V 09-7	34-1847687					

ATTACHMENT 10

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
COMPUTER	SL	1,059			1,059
COMPUTER EQUIPMENT	SL	4,191			4,191
SECURITY INTERCOM	SL	5,450			5,450
COMPUTER	SL	515			515
COMPUTER - SERVER	SL	1,357			1,357
TOTALS		<u>97,004</u>		<u>98,876</u>	<u>42,129</u>

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
COMPUTER	SL	106			106
COMPUTER EQUIPMENT	SL	489			489
SECURITY INTERCOM	SL	303			303
COMPUTER	SL	69			69
COMPUTER - SERVER	SL	226			226
TOTALS		<u>57,142</u>		<u>57,142</u>	<u>57,142</u>

ATTACHMENT 10 (CONT'D)

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OFFICE LEASE SECURITY DEPOSIT	13,910.	13,910.	13,910.
TOTALS	<u><u>13,910.</u></u>	<u><u>13,910.</u></u>	<u><u>13,910.</u></u>

TURN 2 FOUNDATION, INC.

34-1847687

FORM 990PF, PART II - OTHER LIABILITIES

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
WITHHELD PAYROLL TAXES	461.	693.
TOTALS	<u>461.</u>	<u>693.</u>

<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>
DEREK S. JETER 550 N. REO STREET; SUITE 300 TAMPA, FL 33609-1065	CHAIRMAN 2.00	0.	0.	0.
SANDERSON CHARLES JETER 215 PARK AVENUE SOUTH SUITE 1905 NEW YORK, NY 10003	VICE CHAIRMAN 10.00	0.	0.	0.
DOROTHY JETER 215 PARK AVENUE SOUTH SUITE 1905 NEW YORK, NY 10003	TREASURER 10.00	0.	0.	0.
SHARLEE JETER 215 PARK AVENUE SOUTH SUITE 1905 NEW YORK, NY 10003	PRESIDENT / SECRETARY 10.00	0.	0.	0.
TODD SMITH 122 ATLANTIC AVENUE #4-C BROOKLYN, NY 11201	VICE PRESIDENT / DIRECTOR 40.00	90,600.	2,000.	0.
	GRAND TOTALS	<u>90,600.</u>	<u>2,000.</u>	<u>0.</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>	<u>ATTACHMENT 14</u>
KERRY MORAN 209 FLORAN BLVD FLORAL PARK, NY 11001	OFFICE MANAGER 40 .00	62,539.	2,000.	0.
ARRI SHELTON 38 HALSEY ST. #2 BROOKLYN, NY 11216	NYJL DIRECTOR 40 .00	54,025.	2,000.	0.
	TOTAL COMPENSATION	<u>116,564.</u>	<u>4,000.</u>	<u>0.</u>

ATTACHMENT 15

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

N/A

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THREE RIVERS ACADEMIC MENTORING PROGRAM 25 RAILROAD DRIVE THREE RIVERS, MI 49093	UNRELATED PUBLIC CHARITY	AFTER SCHOOL PROGRAM - EXTRA INNINGS AT DEREK'S DUGOUT	27,795
CITY OF NEW YORK PARKS & RECREATION 830 5TH AVENUE NEW YORK, NY 10021	UNRELATED PUBLIC CHARITY	AFTER SCHOOL PROGRAMS/CAMPS & CLINICS	307,629
PORTAGE PUBLIC SCHOOLS 1000 IDAHO STREET PORTAGE, MI 49024	UNRELATED PUBLIC SCHOOLS	ADOLESCENT SUBSTANCE ABUSE PREVENTION	5,000
PHOENIX HOUSE 6604 HARNEY ROAD, SUITE B TAMPA, FL 33610	UNRELATED PUBLIC CHARITY	ADOLESCENT SUBSTANCE ABUSE TREATMENT PROGRAM	100,000
MORGAN STANLEY'S CHILDREN'S HOSPITAL NY PRESBYTERIAN 161 FORT WASHINGTON AVE NEW YORK, NY 10032	UNRELATED PUBLIC CHARITY	TURN 2 US HEALTHY LIFESTYLE PROGRAM FUNDING	105,000
ST PETER CLAVER CATHOLIC SCHOOL 1401 GOVERNOR STREET TAMPA, FL 33602	UNRELATED SCHOOL	DEREK JETER SCHOLARSHIP FUND SUPPORT	25,000

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

THREE RIVERS ACADEMIC MENTORING PROGRAM
25 RAILROAD DRIVE
THREE RIVERS, MI 49093

CITY OF NEW YORK PARKS & RECREATION
830 5TH AVENUE
NEW YORK, NY 10021

PORTAGE PUBLIC SCHOOLS
1000 IDAHO STREET
PORTAGE, MI 49024

PHOENIX HOUSE
6604 HARNEY ROAD, SUITE B
TAMPA, FL 33610

MORGAN STANLEY'S CHILDREN'S HOSPITAL NY PRESBYTERIAN
161 FORT WASHINGTON AVE
NEW YORK, NY 10032

ST PETER CLAVER CATHOLIC SCHOOL
1401 GOVERNOR STREET
TAMPA, FL 33602

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

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WASHINGTON WRITERS ACADEMY 1919 PORTAGE STREET KALAMAZOO, MI 49001	UNRELATED SCHOOL	PROUD TO BE MC YOUTH PROGRAM		32,000
KALAMAZOO COMMUNITIES IN SCHOOLS FOUNDATION 247 NORTH ROSE STREET KALAMAZOO, MI 49007	UNRELATED PUBLIC CHARITY	GREATER KALAMAZOO GIRLS ON THE RUN PROGRAM		5,000
P S 128 560 W 169 STREET NEW YORK, NY 10032	UNRELATED PUBLIC CHARITY	JETER METER CHAMPION SCHOOL - HEALTHY LIFESTYLE PROGRAM		2,500
S C O P E 1375 BROADWAY, 4TH FLOOR NEW YORK, NY 10018	UNRELATED PUBLIC CHARITY	SUMMER CAMP FOR CHILDREN IN NEED		40,000
BOYS & GIRLS CLUB 915 LAKE STREET KALAMAZOO, MI 49001	UNRELATED PUBLIC CHARITY	YOUTH SMART MOVES PROGRAM		10,000
UNITED NEGRO COLLEGE FUND NEW CENTER ONE BUILDING 3031 WEST GRAND BLVD, SUITE 531 DETROIT, MI 48202	UNRELATED PUBLIC CHARITY	TURN 2 FOUNDATION - SHARLEE JETER SCHOLARSHIP		25,000

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS

MILWOOD MAGNET MIDDLE SCHOOL
2916 KONKLE STREET
KALAMAZOO, MI 49001

NEW YORK OPPORTUNITY NETWORK
374 WEST 116TH STREET
NEW YORK, NY 10026

OPHELIA PROJECT - GIRLS ON THE RUN
5509 WEST GRAY STREET
SUITE 100
TAMPA, FL 33609

ODRI - DRYVE
83 ARLINGTON STREET
HAVERHILL, MA 01830

OUTREACH PROJECT
117-11 MYRTLE AVENUE
RICHMOND HILLS, NY 11418

NEW YORK JUNIOR LEAGUE
130 E 80TH STREET
NEW YORK, NY 10075

RECIPIENT NAME AND ADDRESS

UNRELATED
SCHOOL

UNRELATED
PUBLIC CHARITY

RECIPIENT NAME AND ADDRESS

UNRELATED
YOUTH IN ACTION PROGRAM

UNRELATED
YOUTH LEADERSHIP DEVELOPMENT PROGRAMS

UNRELATED
YOUTH PHYSICAL FITNESS, SUBSTANCE ABUSE AND
PREVENTION PROGRAM

UNRELATED
TEEN SUBSTANCE ABUSE

UNRELATED
PLAYGROUND REBUILDING PROJECT

ATTACHMENT 16 (CONT'D)

AMOUNT

22,500

40,000

2,000

10,000

1,000

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

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
RONALD MCDONALD HOUSE OF NEW YORK, INC 405 E 73RD STREET NEW YORK, NY 10021	UNRELATED PUBLIC CHARITY	GENERAL SUPPORT	1,000
HILLSBOROUGH EDUCATION FOUNDATION 2010 E HILLSBOROUGH AVE SUITE 212 TAMPA, FL 33610	UNRELATED PUBLIC CHARITY	TURN 2 ENDOWMENT FUND FOR EDUCATION	8,000
DOUGLASS COMMUNITY ASSOCIATION 1000 W PATERSON STREET KALAMAZOO, MI 49007	UNRELATED PUBLIC CHARITY	PROUD TO BE ME PROGRAM FUNDING	56,719
ALL NATIONS INTERNATIONAL 4217 LANCELOT PLACE ELLENWOOD, GA 30294	UNRELATED PUBLIC CHARITY	PROGRAMS FOR WOMEN & CHILDREN	5,000
CHABAD OF HUNTERDON COUNTY 90 BEAVER AVENUE CLINTON, NJ 08809	UNRELATED PUBLIC CHARITY	CHILDRENS PROGRAMS	2,500
CHILDRENS DIABETES FOUNDATION 777 GRANT STREET, SUITE 302 DENVER, CO 80203	UNRELATED PUBLIC CHARITY	HIGH HOPES CAROUSEL BALL DONATION	125,000

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESS

JO-ANN C CROCI FOUNDATION, INC
7 ANDOVER DRIVE
BOHEMIA, NY 11716

O'JAYS SCHOLARSHIP FUND
526 SUPERIOR AVENUE
430 LEADER BUILDING
CLEVELAND, OH 44114

P S 152
93 NAGLE AVENUE
NEW YORK, NY 10040

TEAMMATES FOR KIDS FOUNDATION
4251 KIPLING STREET
SUITE 370
WHEAT RIDGE, CO 80033

UNRELATED

PUBLIC CHARITY
PUBLIC CHARITY
PUBLIC CHARITY

UNRELATED
PUBLIC SCHOOL

UNRELATED
PUBLIC CHARITY

UNRELATED

JETER METER CHAMPION SCHOOL - HEALTHY LIFESTYLE
PROGRAM

GENERAL PROGRAM FUNDING

UNRELATED

GENERAL SUPPORT FOR YOUTH EDUCATION SCHOLARSHIP?

UNRELATED

MEMORIAL SCHOLARSHIP FUND

ATTACHMENT 16 (CONT'D)

AMOUNT

TOTAL CONTRIBUTIONS PAID
949,368

Capital Gains and Losses

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

2009

Name of estate or trust

TURN 2 FOUNDATION, INC.

Employer identification number

34-1847687

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS			ATCH 17		5.
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b				1b	-21,150.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet				4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►				5	-21,145.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b				6b	-9,306.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				8	
9 Capital gain distributions				9	
10 Gain from Form 4797, Part I				10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet				11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►				12	-9,306.

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

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		-21,145.
14	Net long-term gain or (loss):			
a	Total for year	14a		-9,306.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		-30,451.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ►	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24?			
	<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box	25		
	<input type="checkbox"/> No. Enter the amount from line 23	26		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same?			
	<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	27		
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

- See instructions for Schedule D (Form 1041).
- Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

TURN 2 FOUNDATION, INC.

Employer identification number
34-1847687

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

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b -21,150.

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

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

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

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b -9,306.

Schedule D-1 (Form 1041) 2009

FEDERAL CAPITAL GAIN DIVIDENDS

ATTACHMENT 17

SHORT-TERM CAPITAL GAIN DIVIDENDS

THROUGH FIDELITY

5.

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

5.

Description of Property

DEPRECIATION

Assets Retired

Description of Property

DEPRECIATION

Assets Retired SA

TURN 2 FOUNDATION, INC

FINANCIAL STATEMENTS
WITH
INDEPENDENT AUDITORS' REPORT

December 31, 2009

Meaden&Moore

INDEPENDENT AUDITORS' REPORT

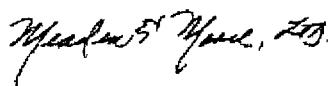
Officers and Trustees
Turn 2 Foundation, Inc
New York, NY

We have audited the accompanying statement of net assets arising from cash transactions of Turn 2 Foundation, Inc. as of December 31, 2009 and 2008, and the related statement of changes in net assets arising from cash transactions for the years then ended. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audits

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note 1, the Foundation's policy is to prepare its financial statements on the basis of cash receipts and disbursements; consequently, certain expenses are recognized when paid rather than when the obligation is incurred. Accordingly, the accompanying financial statements are not intended to present financial position and results of operations in conformity with accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets arising from cash transactions of Turn 2 Foundation, Inc. as of December 31, 2009 and 2008, and the changes in its net assets arising from cash transactions for the years then ended, on the basis of accounting as described in Note 1



MEADEN & MOORE, LTD.
Certified Public Accountants

June 21, 2010
Cleveland, Ohio



Meaden & Moore, Ltd.

(A Meaden & Moore Company)

1100 Superior Avenue Suite 1100 Cleveland, Ohio 44114-2523 216-241-3272 FAX 216-771-4511
Akron Atlanta Charlotte Chicago Cleveland Columbus Los Angeles Naperville New York Orlando Phoenix Pittsburgh Wooster

STATEMENT OF NET ASSETS
ARISING FROM CASH TRANSACTIONS

Turn 2 Foundation, Inc

	December 31	
	2009	2008
ASSETS:		
Cash and cash equivalents	\$ 498,917	\$ 766,693
Marketable securities	1,864,232	1,714,405
Office equipment - net	41,733	54,875
Deposits	<u>13,910</u>	<u>13,910</u>
 Total Assets	 <u>\$ 2,418,792</u>	 <u>\$ 2,549,883</u>
LIABILITIES:		
Withheld payroll taxes	\$ 692	\$ 461
NET ASSETS:		
Unrestricted	<u>2,418,100</u>	<u>2,549,422</u>
 Total Liabilities and Net Assets	 <u>\$ 2,418,792</u>	 <u>\$ 2,549,883</u>

See accompanying notes

**STATEMENT OF CHANGES IN NET ASSETS
ARISING FROM CASH TRANSACTIONS**

Turn 2 Foundation, Inc

	Year Ended December 31	
	<u>2009</u>	<u>2008</u>
REVENUE		
Contributions and Grants		
Contributions, gifts, grants	\$ 2,140,982	\$ 1,990,276
Special events - net	15,258	134,171
Other income	-	3
Gain (loss) on sale of investments	(30,451)	(217,402)
Interest and dividend income	<u>71,219</u>	<u>88,240</u>
Total Revenue	<u>2,197,008</u>	<u>1,995,288</u>
EXPENSES		
Charitable		
Contributions to charitable organizations	949,368	1,100,290
Direct charitable activities	<u>363,939</u>	<u>587,310</u>
	<u>1,313,307</u>	<u>1,687,600</u>
Operating		
Salaries and wages	485,771	416,617
Payroll taxes and benefits	105,005	80,162
Professional fees	126,060	124,819
Travel, conferences and meetings	14,724	8,607
Printing and publications	8,401	8,103
Office expenses	74,031	93,640
Rent	127,011	114,021
Telephone and utilities	34,438	25,456
Insurance	18,080	712
Depreciation	15,014	14,497
Federal excise tax	2,888	2,716
Miscellaneous	<u>3,600</u>	<u>6,439</u>
	<u>1,015,023</u>	<u>895,789</u>
Total Expenses	<u>2,328,330</u>	<u>2,583,389</u>
Change in Net Assets	<u>(131,322)</u>	<u>(588,101)</u>
Net Assets Beginning of Year	<u>2,549,422</u>	<u>3,137,523</u>
Net Assets End of Year	<u>\$ 2,418,100</u>	<u>\$ 2,549,422</u>

See accompanying notes

NOTES TO FINANCIAL STATEMENTS

Turn 2 Foundation, Inc

1 Summary of Significant Accounting Policies

Nature of the Organization:

To create and support signature programs and activities that motivate young people to turn away from drugs and alcohol and "TURN 2" healthy lifestyles Through these ventures, Turn 2 Foundation, Inc (the Foundation) strives to create outlets that promote and reward academic excellence, leadership development and positive behavior The Foundation's goal is to see the children of these programs grow safely and successfully into adulthood and become the leaders of tomorrow

Revenue Recognition:

The financial statements have been prepared on the cash basis of accounting, consequently, investment income and the related assets are recognized when received rather than when earned and grants and expenses are recognized when paid rather than when the obligation is incurred However, purchases of capital equipment are recorded as assets and depreciated over their estimated useful lives

Marketable Securities:

Marketable securities are carried at acquisition cost For donated securities, cost is market value at the date of donation

Donated Services:

The Foundation received donated services (general assistance, fundraising events, telephone answering, etc) which do not meet the criteria for recognition and cannot be objectively measured These donations, while not recognized in the financial statements, provide valuable resources to the Foundation

Property and Equipment:

Property and equipment purchased by the Foundation are carried at cost Donated property and equipment are recorded at estimated fair value at the date of donation Expenditures for maintenance and repairs are charged to income as incurred Additions and betterments are capitalized The cost and related accumulated depreciation of properties sold or otherwise disposed of are removed from the accounts and any gain or loss is reflected in the current year's activities

	<u>2009</u>	<u>2008</u>
Office equipment	\$ 98,876	\$ 97,004
Less accumulated depreciation	<u>(57,143)</u>	<u>(42,129)</u>
	<u>\$ 41,733</u>	<u>\$ 54,875</u>

NOTES TO FINANCIAL STATEMENTS

Turn 2 Foundation, Inc

1 Summary of Significant Accounting Policies, Continued

Property and Equipment, Continued:

The Foundation primarily follows the straight-line method of depreciation utilizing the following lives

Class	Years
Office equipment	5 - 15

Depreciation expense was \$15,014 (2009) and \$14,497 (2008)

Income Taxes:

The Foundation qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code and accordingly, is not subject to Federal income tax. However, if the Foundation does not meet the public support criteria after the 5 year ruling period, it will be required to pay excise tax on its net investment income for those years.

The foundation terminated its private foundation status and filed notice with the IRS to operate as a publicly supported organization. The foundation received a determination letter from the IRS dated September 11, 2007, approving the change effective for sixty months beginning January 1, 2008.

The Internal Revenue Code requires that minimum distributions be made in accordance with a specified formula. At December 31, 2009 and 2008, the Foundation had made distributions in excess of the required minimum.

Accounting for Uncertainty in Income Taxes

During 2009, the Foundation adopted the provisions of "Accounting for Uncertainty in Income Taxes" which prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. The amount recognized is measured as the amount of benefit that is greater than 50% likely of being realized upon ultimate settlement.

The Foundation is subject to U.S. Federal jurisdiction income tax examinations for the tax years 2006 through 2009. In addition, the Foundation is subject to state and local income tax examinations for the tax years 2005 through 2009.

As a result of the implementation of this standard, the Foundation determined that there are no material uncertain tax positions.

NOTES TO FINANCIAL STATEMENTS

Turn 2 Foundation, Inc

1 Summary of Significant Accounting Policies, Continued

Subsequent Events:

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements

Subsequent events have been evaluated through June 21, 2010, which is the date the financial statements were available to be issued

Reclassifications:

Certain prior year amounts have been reclassified to conform with the current years presentation

2 Marketable Securities

Gross unrealized gains and losses pertaining to marketable securities were as follows

	2009			
	Cost	Market	Unrealized Gains	Unrealized Losses
U S Treasury Notes	\$ 1,051,978	\$ 1,087,382	\$ 35,404	\$ -
Stocks	448,989	482,850	33,861	-
Mutual Funds	363,265	371,003	7,738	-
Total	<u>\$ 1,864,232</u>	<u>\$ 1,941,235</u>	<u>\$ 77,003</u>	<u>\$ -</u>

	2008			
	Cost	Market	Unrealized Gains	Unrealized Losses
U S Treasury Notes	\$ 1,005,780	\$ 877,977	\$ 11,477	\$ (139,279)
Stocks	448,989	371,678	3,444	(80,755)
Mutual Funds	259.636	189,234	-	(70.402)
Total	<u>\$ 1,714.405</u>	<u>\$ 1,438,889</u>	<u>\$ 14,921</u>	<u>\$ (290,436)</u>

NOTES TO FINANCIAL STATEMENTS

Turn 2 Foundation, Inc

3 Grants Receivable

Certain organizations have committed to supporting the Foundation through future grants. Some commitments may be paid in merchandise at the request of the Foundation. Future grants to be paid to the Turn 2 Foundation, Inc. are as follows:

2010	\$ 720,000
2011	125,000
2012	100,000
2013	<u>50,000</u>
 Total	 <u>\$ 995,000</u>

4 Leases

The Foundation leases certain office facilities under operating lease agreements, which expire on various dates through 2011.

A related party donor paid for part of the rent. This amounted to \$137,187 (2009) and \$117,098 (2008). This was treated as an in-kind contribution.

Net rent expense was \$127,011 (2009) and \$114,021 (2008).

The minimum lease payments due under the operating lease obligations are due as follows:

	Lease Payments
2010	\$ 113,130
2011	<u>119,671</u>
 Total	 <u>\$ 232,801</u>

Meaden & Moore

INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTAL INFORMATION

Officers and Trustees
Turn 2 Foundation, Inc.
New York, NY

The audited financial statements of Turn 2 Foundation, Inc and our report on the financial statements for the years ended December 31, 2009 and 2008, are presented in the preceding section of this report. The audits were made for the purpose of forming an opinion on the financial statements taken as a whole. The financial information presented on pages 9 - 12 are for the purposes of additional analysis and is not a required part of the basic financial statements of the Foundation. Such information has been subjected to the auditing procedures applied in our audit of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole, on the basis of accounting as described in Note 1 to the financial statements

Meaden & Moore, Ltd.

MEADEN & MOORE, LTD
Certified Public Accountants

June 21, 2010
Cleveland, Ohio



Meaden & Moore, Ltd.

(A Meaden & Moore Company)

1100 Superior Avenue Suite 1100 Cleveland, Ohio 44114-2523 216-241-3272 FAX 216-771-4511
Akron Atlanta Charlotte Chicago Cleveland Columbus Los Angeles Naperville New York Orlando Phoenix Pittsburgh Wooster

SCHEDULE OF SPECIAL EVENTS AND CHARITABLE ACTIVITIES

Turn 2 Foundation, Inc

For the Year Ended December 31 2009

	Special Events					
	2009 New York Events	2009 New York Auction	2009 Tampa Golf Outng	2009 Tampa Auction	2010 Tampa Golf Outng	Total Special Events
Receipts						
Gross receipts	\$ 683,031	\$ 131,300	\$ 333,500	\$ 183,900	\$ 74,287	\$ 1,406,018
Less contribution portion	<u>310,491</u>	<u>29,265</u>	<u>255,470</u>	<u>158,265</u>	<u>51,442</u>	<u>804,933</u>
Proceeds from Events	372,540	102,035	78,030	25,635	22,845	601,085
Direct Expenses						
Credit card fees	6,504	1,250	1,742	1,971	905	12,372
Facility expense	123,563	23,753	61,254	26,735	1,100	236,405
Event/Program coordinator	-	-	10,182	9,318	-	19,500
Event Planning Travel Expenses	-	-	-	-	898	898
Give aways - T-shirts, Photos, Books	-	-	-	-	-	-
Prizes/Give aways	4,766	916	17,879	-	-	23,561
Printing & copying	-	-	-	-	-	-
Coaches/Consultants/Speaker Fees	-	-	-	-	-	-
Entertainment/Production	70,687	6,053	46,011	17,025	-	139,776
Photography	760	-	4,942	1,828	-	7,530
Airfare/Celebrity Guest Travel	-	-	18,693	-	-	18,693
Lodging	1,445	-	41,252	-	-	42,697
Airfare	-	-	1,986	-	-	1,986
Ground transportation/Buses	2,012	-	11,631	-	-	13,643
Parking	295	-	50	-	-	345
Miscellaneous	3,000	-	2,972	-	-	5,972
Telephone	-	-	-	-	-	-
Postage & shipping	180	160	1,622	600	-	2,562
Advertising/media/signage	3,099	-	2,466	913	-	6,478
Ticket expense/Programs/Invitations	14,378	2,764	5,466	2,023	-	24,631
Uniforms, Caps, Jerseys, Pants	-	-	-	-	-	-
Game Tickets	-	-	-	-	-	-
Security	5,601	1,077	7,225	2,673	-	16,576
Meals	25	-	560	207	-	792
Conferences/Training	-	-	-	-	-	-
Supplies	-	-	-	-	-	-
Flowers	3,750	-	1,942	718	-	6,410
Supplies and copies	1,961	377	908	468	162	3,876
Other Expenses	-	-	-	-	-	-
Auction Displays/Bid Sheets	-	1,124	-	-	-	1,124
Program Equipment & Storage	-	-	-	-	-	-
Party/Entertainment Expenses	-	-	-	-	-	-
Stipends	-	-	-	-	-	-
Internships	-	-	-	-	-	-
Total Expenses	<u>242,026</u>	<u>37,474</u>	<u>238,783</u>	<u>64,479</u>	<u>3,065</u>	<u>585,827</u>
Net Income (Expense)	<u>\$ 130,514</u>	<u>\$ 64,561</u>	<u>\$ (160,753)</u>	<u>\$ (38,844)</u>	<u>\$ 19,780</u>	<u>\$ 15,258</u>

SCHEDULE OF SPECIAL EVENTS AND CHARITABLE ACTIVITIES

Turn 2 Foundation, Inc

For the Year Ended December 31, 2008

	Special Events						
	2008 New York Events	2008 New York Auction	2009 New York Dinner	2008 Tampa Golf Outing	2008 Tampa Auction	2009 Tampa Golf Outing	Total Special Events
Receipts							
Gross receipts	\$ 834,375	\$ 72,750	\$ -	\$ 315,160	\$ 185,550	\$ 163,500	\$ 1,571,335
Less contribution portion	354,795	40,535	-	212,060	168,600	116,522	892,512
Proceeds from Events	479,580	32,215	-	103,100	16,950	46,978	678,823
Direct Expenses							
Credit card fees	5,926	696	-	4,446	4,451	406	15,925
Facility expense	153,706	-	24,300	61,535	17,827	11,000	268,368
Event/Program coordinator	-	-	-	9,586	9,008	15,000	33,594
Event Planning Travel Expenses	-	-	-	-	-	1,096	1,096
Give always - t-shirts, photos, books	12,473	-	-	18,196	-	-	30,669
Printing & copying	-	-	-	6,501	2,499	-	9,000
Coaches/Consultants/Speaker Fees	-	-	-	-	-	-	-
Entertainment/Production	1,000	-	-	28,433	10,928	-	40,361
Photography	1,010	-	-	4,952	1,904	-	7,866
Airfare/Celebrity Guest Travel	-	-	-	34,785	-	3,335	38,120
Lodging	-	-	-	4,305	-	-	4,305
Airfare	1,213	-	-	1,474	-	5,851	8,538
Ground transportation/Buses	3,996	-	-	27,197	-	-	31,193
Parking	2,418	-	-	-	-	-	2,418
Miscellaneous	2,521	-	-	5,130	-	-	7,651
Telephone	-	-	-	-	-	-	-
Postage & shipping	-	-	-	985	379	-	1,364
Advertising/media/signage	-	-	-	-	-	-	-
Ticket expense/Programs/Invitations	12,409	-	-	6,398	3,642	-	22,449
Uniforms, Caps, Jerseys, Pants	-	-	-	-	-	-	-
Game Tickets	-	-	-	-	-	-	-
Security	-	-	-	6,894	2,650	-	9,544
Meals	9	-	-	5,651	2,172	-	7,832
Conferences/Training	-	-	-	-	-	-	-
Supplies	-	-	-	-	-	-	-
Flowers	-	-	-	2,886	1,109	-	3,995
Supplies and copies	98	-	-	192	74	-	364
Other Expenses	-	-	-	-	-	-	-
Program Equipment & Storage	-	-	-	-	-	-	-
Website Expenses	-	-	-	-	-	-	-
Party/Entertainment Expenses	-	-	-	-	-	-	-
Internships	-	-	-	-	-	-	-
Total Expenses	196,779	696	24,300	229,546	56,643	36,688	544,652
Net Income (Expense)	\$ 282,801	\$ 31,519	\$ (24,300)	\$ (126,446)	\$ (39,693)	\$ 10,290	\$ 134,171

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

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

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Type or print	Name of Exempt Organization TURN 2 FOUNDATION, INC.	Employer identification number 34-1847687
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions 1360 EAST 9TH STREET	
	City, town or post office, state, and ZIP code For a foreign address, see instructions CLEVELAND, OH 44114-1782	

Check type of return to be filed (file a separate application for each return)

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ► KIM WILSON

Telephone No ► 216 920-4800

FAX No ► 216 588-9372

- 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 will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/2010, to file the exempt organization return for the organization named above The extension is for the organization's return for

► calendar year 2009 or
► tax year beginning , , and ending ,

2 If this tax year 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 \$
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, 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. 4-2009)