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Department of the Treasury Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

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

20**10**

For calendar year 2010, or tax year beginning , and ending 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 A Employer identification number The Memton Fund, Inc. 13-6096608 Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number (see page 10 of the instructions) c/o Foundation Source, 501 Silverside Road 123 (800) 839-1754 City or town, state, and ZIP code C If exemption application is pending, check here 19809-1377 Wilmington D 1. Foreign organizations, check here H Check type of organization Section 501(c)(3) exempt private foundation 2. Foreign organizations meeting the 85% test. Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation check here and attach computation If private foundation status was terminated Fair market value of all assets at end J Accounting method X Cash Accrual under section 507(b)(1)(A), check here Other (specify) of year (from Part II, col (c), F If the foundation is in a 60-month termination line 16) ► \$ (Part I, column (d) must be on cash basis) under section 507(b)(1)(B), check here 11,907,792 Part I (d) Disbursements Analysis of Revenue and Expenses (The total of (a) Revenue and (b) Net investment (c) Adjusted net for charitable amounts in columns (b), (c), and (d) may not necessarily equal expenses per ıncome income purposes the amounts in column (a) (see page 11 of the instructions)) books (cash basis only) 100 Contributions, gifts, grants, etc., received (attach schedule) 2 Check ►X if the foundation is not required to attach Sch B 3 428 428 Interest on savings and temporary cash investments Dividends and interest from securities 194,966 194,966 5 a Gross rents b Net rental income or (loss) Revenue 591,460 6 a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a Capital gain net income (from Part IV, line 2) 591,460 Net short-term capital gain Income_modifications 10 a Gross sales less paturns and allowance Cost of goods sold **b** Less c Gross profit or (loss) (attach schedule) \circ Other hoome (aftech schedule)) 11 11 39,273 34.333 12 Total. Add lines 1 through 11 826,227 821,187 Compensation of officers, directors trustees, etc Other employee salaries and wages 13 14 15 Pension plans, employee benefits 5,069 5,069 16 a Legal fees (attach schedule) 2,133 2,133 7,500 b Accounting fees (attach schedule) 7,500 c Other professional fees (attach schedule) 44,027 44.027 17 18 6,360 1,411 Taxes (attach schedule) (see page 14 of the instructions) 19 Depreciation (attach schedule) and depletion 20 Occupancy 21 Travel, conferences, and meetings 9,844 9,844 and ' 22 Printing and publications 23 95,139 49,359 45,780 Other expenses (attach schedule) 24 Total operating and administrative expenses. 170,072 Add lines 13 through 23 94,797 70,326 25 Contributions, gifts, grants paid 352,750 352,750 ō 26 Total expenses and disbursements Add lines 24 and 25 94,797 522,822 423,076 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements 303,405 **b Net investment income** (if negative, enter -0-) 726,390 c Adjusted net income (if negative, enter -0-)

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

Form 990-PF (2010)

(HTA)

Page 2

Pa	rt II	Balance Sheets Attached schedules and amounts in the description column	Beginning of year	End o	of year
_	_	should be for end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments .	290,032	587,822	587,822
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other			
		disqualified persons (attach schedule) (see page 15 of the			
	۱ ـ	instructions)			
	7	Other notes and loans receivable (attach schedule)	-		
Assets		Less allowance for doubtful accounts	<u> </u>		<u>.</u>
SS	8	Inventories for sale or use	<u> </u>		
⋖	9	Prepaid expenses and deferred charges	510.010		
		Investments—U.S. and state government obligations (attach schedule)	519,248		
		D Investments—corporate stock (attach schedule)	4,417,584	4,504,728	
	11	Investments—corporate bonds (attach schedule)	175,418	214,766	237,857
	''	Investments—land, buildings, and equipment basis			
	12	Less accumulated depreciation (attach schedule)			·
	13	Investments—mortgage loans	2.070.004	4.070.005	5 000 045
	14	Investments—other (attach schedule) Land, buildings, and equipment basis	3,979,864	4,378,235	5,639,015
	'~	Less accumulated depreciation (attach schedule)			
	15				
	16	Other assets (describe) Total assets (to be completed by all filers—see the		· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·
		instructions Also, see page 1, item I)	9,382,146	9,685,551	11 007 702
	17	Accounts payable and accrued expenses	3,302,140	9,000,001	11,907,792
	18	Grants payable			
<u>ë</u>	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons		· · · · · · · · · · · · · · · · · · ·	
iab	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here			
ės		and complete lines 24 through 26 and lines 30 and 31.			
alances	24	Unrestricted .			
a e	25	Temporarily restricted			
20	26	Permanently restricted			
Ĕ		Foundations that do not follow SFAS 117, check here			
ű.		and complete lines 27 through 31.			
ō	27	Capital stock, trust principal, or current funds			
ets	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
SS	29 30	Retained earnings, accumulated income, endowment, or other funds	9,382,146	9,685,551	
Net Assets or Fund	30	Total net assets or fund balances (see page 17 of the instructions)	0 000 440	0.005.554	
Š	31	Total liabilities and net assets/fund balances (see page 17	9,382,146	9,685,551	
	"	of the instructions)	9,382,146	0.695.551	
Pa	t III	Analysis of Changes in Net Assets or Fund Balances	9,302,140	9,685,551	
		net assets or fund balances at beginning of year—Part II, column (a), line	30 (must agree with		
		f-year figure reported on prior year's return)		1	9,382,146
2		amount from Part I, line 27a		2	303,405
3	Other	increases not included in line 2 (itemize)		3	,,
		nes 1, 2, and 3		4	9,685,551
		ases 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, co	olumn (b), line 30	6	9,685,551

(a) List and describe the ki	nd(s) of property sold (e g , real est or common stock, 200 shs MLC C	tate,	iii iiicor	(b) How acquired P—Purchase D—Donation		ate acquired	(d) Date sold (mo , day, yr)
1a Publicly-traded Securities							
b Passthrough K1 Capital Gain							
c DAEDALUS OFFSHORE				Р		2/1/2005	7/1/2010
d SEG PARTNERS OFFSHORE	E, LTD			P		12/31/2008	7/1/2010
e							
(e) Gross sales price	(f) Depreciation allowed (or allowable)			other basis inse of sale		(h) Gain (e) plus (f)	•
a 2,646,820				2,418,705			228,115
b _							299,960
c 50,000				31,750			18,250
d 100,000				54,865			45,135
е							
Complete only for assets showing	g gain in column (h) and owne	d by the	e foundation	on on 12/31/69		(I) Gains (Col	h) gain minus
(i) F M ∨ as of 12/31/69	(j) Adjusted basis as of 12/31/69	•	(k) Exces	ss of col (ı) (j), ıf any		col (k), but not le Losses (fro	ess than -0-) or
a				_			228,115
b	· · · ·			 -			299,960
C							18,250
d							45,135
e						-	10,100
Capital gain net income or (ne Net short-term capital gain or If gain, also enter in Part I, lin	et capital loss) { If (loss), (loss) as defined in section e 8, column (c) (see pages	enter is 1222	-0- in Pa 2(5) and	(6)	2		591,460
instructions) If (loss), enter -0	0- in Part I, line 8			<u> </u>	3		
Part V Qualification Under	r Section 4940(e) for Re	educe	d Tax o	n Net Investm	ent Inc	come	
If section 4940(d)(2) applies, leav Was the foundation liable for the If "Yes," the foundation does not	section 4942 tax on the dis			• •	the ba	se period? [Yes X No
1 Enter the appropriate amount	nt in each column for each	year, s	see page	18 of the instruct	tions be	efore making	any entries
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distribution	ons	Net value	(c) of nonchantable-use a	issets		(d) bution ratio vided by col (c))
2009	514	4,973		11,005	887	(00) (0) (1	0 046791
2008		4,797		11,894			0 048325
2007		6,272		13,544		-	0 046238
2006		4,066		11,957			0 039646
2005		5,262	-	11,387			0 039040
		<u> </u>		11,307	,303		0 041730
2 Total of line 1, column (d)3 Average distribution ratio for	the 5-vear base period—div	vide thi	e total on	line 2 by 5, or by	,	2	0 222735
the number of years the found					' -	3	0 044547
4 Enter the net value of noncha	aritable-use assets for 2010	from I	Part X, lır	ie 5		4	11,275,005
5 Multiply line 4 by line 3						5	502,268
6 Enter 1% of net investment in	ncome (1% of Part I, line 27	b)				6	7,264
7 Add lines 5 and 6						7	509,532
8 Enter qualifying distributions	from Bort VII. line 4					1	

Ľ	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see pa	age '	18 of th	e insi	tructi	ons)
1	a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 〕					
	Date of ruling or determination letter (attach copy of letter if necessary—see instructions)					
	b Domestic foundations that meet the section 4940(e) requirements in Part V, check	1		14	,528	
	here ▶ ☐ and enter 1% of Part I, line 27b				Į	
	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-)				0	
3	Add lines 1 and 2	3	<u> </u>	14	,528	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	ļ			
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5		14	,528	
6	Credits/Payments					
	a 2010 estimated tax payments and 2009 overpayment credited to 2010 6a 6,900					
	b Exempt foreign organizations—tax withheld at source C Tax paid with application for extension of time to file (Form 8868) 6c 7,628					
	· · · · · · · · · · · · · · · · · · ·					
_		7		1/	,528	
7 8	Total credits and payments Add lines 6a through 6d Enter any penalty for underpayment of estimated tax. Check here X If Form 2220 is attached	8			0	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enteamount owed	9				
10	·	10	h		<u></u>	
11		11	1		0	
P	art VII-A Statements Regarding Activities		<u></u>	[
	a During the tax year, did the foundation attempt to influence any national, state, or local legislation or dic				Yes	No
•	participate or intervene in any political campaign?			1a	-	X
	b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of t					
	instructions for definition)?			1ь		х
	If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any material			<u> </u>		
	published or distributed by the foundation in connection with the activities					
	C Did the foundation fileForm 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 impose					
	on foundation managers \$					
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?			2		X
	If "Yes," attach a detailed description of the activities					
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, article					
_	of incorporation, or bylaws, or other similar instruments?f "Yes," attach a conformed copy of the changes			3		X
4	a Did the foundation have unrelated business gross income of \$1,000 or more during the year?			4a	21/2	Х
_	b if "Yes," has it filed a tax return or Form 990-T for this year?			4b	N/A	-
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			5		X
6	If "Yes," attach the statement required by General Instruction T Are the sequences of section 508(a) (relating to sections 4941 through 4945) satisfied either					1
O	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 direction 					'
	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? "Yes," complete Part II, col (c), and	Part :	ΧV	7	X	
	a Enter the states to which the foundation reports or with which it is registered (see page 19 of the				<u> </u>	<u> </u>
_	instructions) ► NY					ļ
	b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney			1		
	General (or designate) of each state as required b@eneral Instruction G? If "No," attach explanation			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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)?					
	If "Yes," complete Part XIV			9		Х
10	Did any persons become substantial contributors during the tax years "Yes," attach a schedule listing					
	their names and addresses			10	<u> </u>	Х
					חב	

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Par	t VII-A Statements Regarding Activities (continued)			
<u>1</u> 1	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		
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	<u>X</u>	
	Website address			
14	The books are in care of ► c/o Foundation Source Telephone no ►) 839-	1754
	Located at ► 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ► 19809	<u>-1377</u>		:
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here		Þ	ــا ٠
	and enter the amount of tax-exempt interest received or accrued during the year 15		1,, 1	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority	1.40	Yes	No
	over a bank, securities, or other financial account in a foreign country?	16_		_ <u>X</u>
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country			; l
Dэ	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required	<u></u>		
. a			Vac	
1a	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	<u> </u>	Yes	No
ıa	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 X	No.		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)	"		
		No		
		No		i
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? [X] Yes [5] Transfer any income or assets to a disqualified person (or make any of either available	No		i
	for the benefit or use of a disqualified person)?	No		i
	(6) Agree to pay money or property to a government official? (Exception. Check "No"	140		
	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)	No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations			
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here			:
С	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts,		ļ	
_	that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
а	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	No		
	If "Yes," list the years • 20, 20, 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2)			
	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2)	j		
_	to all years listed, answer "No" and attach statement—see page 22 of the instructions)	2b	N/A	_
С	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			l
3a	20, 20, 20			
Ju	enterprise at any time during the year?	No		1
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation			1
٠	or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved		-	1
	by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3)		1	1
	the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine		<u> </u>	
	if the foundation had excess business holdings in 2010)	3b	N/A	L_
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<u>4a</u>	ļ	X
þ	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable	1	 	
	purpose that had not been removed from leopardy before the first day of the tax year beginning in 2010?	4h	1	ιX

	The Memton Fund, Inc									3-6096	5608	P	age o
	rt VII-B Statements Regarding Activiti			1 47	20 May Be R	equire	d (cont	nued)				
5a	During the year did the foundation pay or incur any	amo	ount to				_	_	_		1		
	(1) Carry on propaganda, or otherwise attempt to	o ınfl	uence legislation (sect	ion 4945(e))?			Yes	X	No			
	(2) Influence the outcome of any specific public	elect	ion (see section 49	955)	, or to carry			_					
	on, directly or indirectly, any voter registration	n driv	re?					Yes	[X]	No			
	(3) Provide a grant to an individual for travel, stu	idv. c	or other similar puri	nose	987		一	Yes	$\overline{\mathbf{x}}$	No	l		
	(4) Provide a grant to an organization other than]	ىك				
	in section 509(a)(1), (2), or (3), or section 49							Yes	X	No			
	(5) Provide for any purpose other than religious, educational purposes, or for the prevention of						_	Yes		No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the t	rans	actions fail to quali	fv u	nder the exceptio	ns desc	ribed in		ت		- 1		
	Regulations section 53 4945 or in a current notice							s)?			5b	N/A	
	Organizations relying on a current notice regarding	_	-					-, •	\square				
С	If the answer is "Yes" to question 5a(4), does the fi							-					
	tax because it maintained expenditure responsibility		-					Yes		No			
	If "Yes," attach the statement required by Regulation	•	_	d)			<u> </u>]	ш				
6a	Did the foundation, during the year, receive any ful		•	,	nav								
	premiums on a personal benefit contract?	,		,,	puj			Yes	X	No		l	
b	Did the foundation, during the year, pay premiums	dıre	ctly or indirectly of	n a i	nerennal henefit r	ontract	,] 163	لكنا	140	6b		X
	If "Yes" to 6b, file Form 8870		•		•			_			UD		
	At any time during the tax year, was the foundation						L	Yes	X	No			
	If "Yes," did the foundation receive any proceeds of										7b	N/A	
Р	art VIII Information About Officers,	Dir	ectors, Truste	es,	Foundation	Manag	gers, H	ighly	Paic	l Em	ploy	ees,	
	and Contractors												
1	List all officers, directors, trustees, founda					on (se	e page	22 of 1	the ir	nstru	ctions	s).	
	(a) Name and address		Title, and average hours per week		:) Compensation f not paid, enter		l) Contribu oloyee ben		.	(e)	Expens	e acco	unt,
			evoted to position		-0-)		eferred cor			0	ther all	owance	s
SE	ATTACHMENT												

									ŀ				
_		ļ											
									į				
_													
2	Compensation of five highest-paid employ If none, enter "NONE."	/ees	(other than tho	se	included on lii	ne 1—s	see pag	e 23 o	f the	instr	uctio	ns).	
			(b) Title, and avera			Τ	(d) Contri	butions	to			-	
(a	Name and address of each employee paid more than \$50,	000	hours per week	ye	(c) Compensation	on	employe					e acco	
			devoted to positio	n	, , ,		plans and compe		ed	0	ther all	owance	s
Mill	pank Memorial Fund						COMPC	noo don	\neg				
	Madison Ave, 15th Floor, New York, NY 1002	22			5.	069							
Tot	al number of other employees paid over \$50,0	000											

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Part VIII Information About Officers, Directors, Trustees, F	oundation Managers, Highly Paid	Employees,
and Contractors (continued)		`
3 Five highest-paid independent contractors for professional services (see		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services	>	
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct chantable activities during the tax year. Include relevant sithe number of organizations and other beneficianes served, conferences convened, research page 1.		Expenses
1	<u> </u>	
2		
		,—- -
3		
4		···.
· · · · · · · · · · · · · · · · · · ·		
Part IX-B Summary of Program-Related Investments (see p	age 24 of the instructions)	
Describe the two largest program-related investments made by the foundation during the tax year	r on lines 1 and 2	Amount
1		
		
2		
All other program-related investments See page 24 of the instructions		· · · · · · · · · · · · · · · · · · ·
3		
		0
Total. Add lines 1 through 3	▶	0

Form **990-PF** (2010)

Form	、 ^{990-PF} (2010) The Memton Fund, Inc	13-60)96608 Page 8
Pa	rt X Minimum Investment Return (All domestic foundations must complete this part. Foreign		
	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		
а	Average monthly fair market value of securities	1a	5,486,888
b	Average of monthly cash balances .	1b	564,544
С	Fair market value of all other assets (see page 25 of the instructions)	1c	5,395,274
d	Total (add lines 1a, b, and c)	1d	11,446,706
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	11,446,706
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25		
	of the instructions)	4	171,701
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,275,005
6	Minimum investment return. Enter 5% of line 5	6	563,750
Par	TXI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private of	perating	1
	foundations and certain foreign organizations check here — and do not complete this part)		
1	Minimum investment return from Part X, line 6	1	563,750
2a	Tax on investment income for 2010 from Part VI, line 5		
þ	Income tax for 2010 (This does not include the tax from Part VI)		
С	Add lines 2a and 2b	2c	14,528
3	Distributable amount before adjustments Subtract line 2c from line 1	3	549,222
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	549,222
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	549,222
Par	t XII Qualifying Distributions (see page 25 of the instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
а	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	423,076
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		
а	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0

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

Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4

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) **Adjusted qualifying distributions.** Subtract line 5 from line 4

5

6

423,076

423,076

1	Distributable amount for 2010 fr	om Part XI,	(a) Corpus	(b) Years pnor to 2009	(c) 2009	(d) 2010
	line 7					549,222
2	Undistributed income, if any, as	of the end of 2010				
а	Enter amount for 2009 only				137,088	
	Total for prior years 20		<u>u</u>	0		
3	Excess distributions carryover,	1				
	From 2005	0				
b	From 2006	0				
C	From 2007	0				
d	From 2008	0				
_	From 2009	L0				
, f	Total of lines 3a through e		0			
4	Qualifying distributions for 2010					
_		423,076			407.000	
	Applied to 2009, but not more the				137,088	
D	Applied to undistributed income	, -				
_	(Election required—see page 2	,		0		
С	Treated as distributions out of c					
_	required—see page 26 of the in	•				005 000
	Applied to 2010 distributable an					285,988
	Remaining amount distributed of	•	0			
5	Excess distributions carryover a	• •	0			0
	(If an amount appears in colum same amount must be shown in	• • •				
6	Enter the net total of each col	, , ,				
U	indicated below:	iuiiii as				
а	Corpus Add lines 3f, 4c, and 4e	Subtract line 5	0			
	Prior years' undistributed incom					· · · · · · · · · · · · · · · · · · ·
	line 4b from line 2b	ie Subilaci		0		
c	Enter the amount of prior years	' undistributed				
٠	income for which a notice of de					
	been issued, or on which the se	•				
	tax has been previously assess	, ,				
Ч	Subtract line 6c from line 6b Ta					
_	amount—see page 27 of the ins			ا		
e	Undistributed income for 2009					
Ī	4a from line 2a Taxable amour					
	instructions	n occ page 27 of the			n	
f	Undistributed income for 2010	Subtract			<u> </u>	
	lines 4d and 5 from line 1. This					
	be distributed in 2011	· -				263,234
7	Amounts treated as distribution	s out of				
	corpus to satisfy requirements i					
	section 170(b)(1)(F) or 4942(g)	•				
	the instructions)	(-, (
8	Excess distributions carryover f	rom 2005				
	not applied on line 5 or line 7 (s					
	instructions)	. •	0			
9	Excess distributions carryove	er to 2011.				
	Subtract lines 7 and 8 from line		o			
0	Analysis of line 9					
а	Excess from 2006	0				
_	Excess from 2007	0	•			
С	Excess from 2008	0				
d	Excess from 2009	0				
e	Excess from 2010	0				

	1 990-PF (2010) The Memton Fund, Inc				13-609	
	t XIV Private Operating Foundations (s			nd Part VII-A, qu	estion 9)	N/A
1 a	If the foundation has received a ruling or determine foundation, and the ruling is effective for 2010, ent			.		
	Check box to indicate whether the foundation is a	private operating four	ndation described i	n section	4942(j)(3) or	4942(J)(5)
2 a	Enter the lesser of the adjusted net income from Part I or the minimum	Tax year		Prior 3 years		(e) Total
	investment return from Part X for each	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
	year listed	0				0
	85% of line 2a	. 0	0	0	0	0
С	Qualifying distributions from Part XII, line 4 for each year listed	0				0
d	Amounts included in line 2c not used directly for active conduct of exempt activities					0
	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 a	Complete 3a, b, or c for the alternative test relied upon "Assets" alternative test—enter					
	(1) Value of all assets					0
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
С	11. A	0				0
·	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
	(3) Largest amount of support from an exempt organization		***			0
	(4) Gross investment income	``				0
Pa	rt XV Supplementary Information (Co	mplete this part	only if the fou	ndation had \$5,	000 or more in	
_	assets at any time during the ye		of the instruc	tions.)	-	
1 a NO	Information Regarding Foundation Manag List any managers of the foundation who have cor before the close of any tax year (but only if they have	ntributed more than 2			the foundation	
	List any managers of the foundation who own 10% ownership of a partnership or other entity) of which				ortion of the	
2	Information Regarding Contribution, Gran Check here ► X if the foundation only makes unsolicited requests for funds. If the foundation may under other conditions, complete items 2a, b, c, and	contributions to presakes gifts, grants, etc	selected charitable	organizations and do		tions
а	The name, address, and telephone number of the	person to whom app	lications should be	addressed		
b	The form in which applications should be submitte	d and information and	d matenals they sh	ould include		
C	Any submission deadlines					<u> </u>
d	Any restrictions or limitations on awards, such as la factors	oy geographical area	s, charitable fields,	kinds of institutions,	or other	

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the	e Year or Approved	for Future	Payment	
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
a Paid during the year ALASKA CONSERVATION FOUNDATION 441 W 5TH AVE #402	N/A	509(a)(1)	Community Capacity Program	5,000
ANCHORAGE AK 99501 ALL SOULS CHURCH 14 SUTTON PL S	N/A	509(a)(1)	Outreach Program	500
NEW YORK NY 10022 AMERICAN CAVE CONSERVATION ASSOCIATION	N/A	509(a)(2)	General & Unrestricted	3,000
PO BOX 409 HORSE CAVE KY 42749 AMERICAN FORESTS	N/A	509(a)(2)	General & Unrestricted	1,000
734 15TH ST NW STE 800 WASHINGTON DC 20005 ANIMAL WELFARE LGE OF ARLINGTON VA INC	N/A	509(a)(2)	General & Unrestricted	5,000
2650 S ARLINGTON MILL DR ARLINGTON VA 22206				5,000
APPLE HILL CENTER FOR CHAMBER MUSIC INC APPLE HILL RD BOX 217 SULLIVAN NH 03445	N/A	509(a)(2)	General & Unrestricted	2,000
ARTS HABITAT PO BOX 221487	N/A	509(a)(1)	General & Unrestricted	5,000
CARMEL CA 93922 BARNARD COLLEGE 3009 BROADWAY	N/A	509(a)(1)	ICP Program	4,000
NEW YORK NY 10027 BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON RD	N/A	509(a)(1)	General & Unrestricted	2,000
KANAB UT 84741 BIG BRO BIG SISTERS OF W NEW HAMPSHIRE 168 CASTLE ST	N/A	509(a)(1)	General & Unrestricted	1,000
KEENE NH 03431 BREARLEY SCHOOL 610 E 83RD ST	N/A	509(a)(1)	Class of '55 Annual Fund	1,250
NEW YORK NY 10028		<u> </u>		
Total See Attached Statement	<u> </u>		<u>▶ 3a</u>	352,750
b Approved for future payment				
	Į.	Į.		
		į.		
		1		•
	į	į		1
	1			
	{			
Total	<u> </u>	L	▶ 3b	0

Part XVI-A Analysis of Income-Producing Activ	rities				
Enter gross amounts unless otherwise indicated	Unrelated bus	siness income	Excluded by section	n 512, 513, or 514	(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of
1 Program service revenue			ļ		the instructions)
a	_				
b					
C .					
d					
e			 		
†					
g Fees and contracts from government agencies					
2 Membership dues and assessments	-		7.		
3 Interest on savings and temporary cash investments		···-	14	428	
4 Dividends and interest from securities			14	194,966	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			<u> </u>		<u> </u>
6 Net rental income or (loss) from personal property					
7 Other investment income			1 72		
8 Gain or (loss) from sales of assets other than inventory	<u> </u>		18	591,460	
9 Net income or (loss) from special events			 		
O Gross profit or (loss) from sales of inventory			21	4.640	
11 Other revenue a Federal Tax Refund			01	4,940	
b K-1 Pass-Through Income		 	14	34,333	
C					
d			-		
e			 	826,127	c
13 Total. Add line 12, columns (b), (d), and (e)	<u></u>	L	<u> </u>	13	826,127
See worksheet in line 13 instructions on page 29 to verify calculated as the control of the cont	llations \			13	020,121
Part XVI-B Relationship of Activities to the Acc		of Evennt B	Purnoses		
Line No. Explain below how each activity for which income the accomplishment of the foundation's exempt page 29 of the instructions)	s reported in col	umn (e) of Part X	VI-A contributed in		
					·
					
	 .				
			····		
					

Use Only

► FOUNDATION SOURCE

Firm's address ► 55 WALLS DRIVE, FAIRFIELD, CT 06824

Information Regarding Transfers To and Transactions and Relationships With Noncharitable **Exempt Organizations** Did the organization directly or indirectly engage in any of the following with any other organization described Yes No in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash 1a(1) (2) Other assets 1a(2) **b** Other transactions: (1) Sales of assets to a noncharitable exempt organization 1b(1) (2) Purchases of assets from a noncharitable exempt organization . . . 1b(2) (3) Rental of facilities, equipment, or other assets 1b(3) (4) Reimbursement arrangements . . . 1b(4) (5) Loans or loan guarantees 1b(5) (6) Performance of services or membership or fundraising solicitations . 1b(6) c Sharing of facilities, equipment, mailing lists, other assets, or paid employees . If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received (a) Line no (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes X No **b** If "Yes," complete the following schedule (a) Name of organization (b) Type of organization (c) Description of relationship Under penalties of perjury, I declare that I have examined this retum, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge Sign Here Signature of officer or trustee Date Pnnt/Type preparer's name Date Preparer's signature PTIN **Paid** Check _____ if Jeffrey D. Haskell Jeffrey D Haskell 8/2/2011 self-employed **Preparer**

(800) 839-1754

Firm's EIN

Phone no

Form 990-PF, Part I, Line 11 - Other Income

1 Federal Tax Refund 5 5 6 6 6 6 9 9 9 9 9 9 9 9 9 9 9 9 9 9
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Form 990-PF, Part I, Line 23 - Other Expenses

Cartable Cartable		TOTAL: 95,139	49,359	0	45,780
Fees Books Income Purpose 44,630 0 44 44,630 0 44 44,630 0 44 44,630 0 44 44,630 0 44 44,630 0 44 44,630 0 44		(a) Expenses per	(b) Net Investment	(c) Adjusted Net	(d) Charitable
Fees 44,630 0 0 0 44,630 0 0 44,630 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0		Books	Income	Income	Purpose
ing fees 52 52 52 52 11 11 11 11 11 11 11 11 11 11 11 11 11	Administrative Fees	44,6	0	0	44,630
2 49,307 1,150 0	Bank Charges				0
1,150 0		49,3			0
	State or local filing fees	1,1	0		1,150

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

೦୮		0	0	0				_		_
	(d) Charitable Purpose))						
0	(c) Adjusted Net Income									
1,411	(b) Net Investment Income	0	1,411	0						
6,360	(a) Expenses per Books	4,900	1,411	49						
TOTAL:										
		Estimated Tax for 2010	2 Foreign Tax Paid							
L		屵	14	က	 2	9	<u> </u>	8	6	0

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

	TOTAL:	2,133	0	0	2,133
		(a)	(q)	(0)	(p)
		Expenses per Books	Net Investment Income	Adjusted Net Income	Charitable
General Governance Matters and Counseling		2,133	0		2,133
10					

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

TOTAL: 7,500 0 0 0 7,8 TOTAL: 7,500 TOTAL: 7,500 TOTAL: 7,500 TOTAL: 1,500 TOTAL: 1,	7.500	9 9 0	7,500						
TOTAL: 7,500 C C		(d) Charitak Purpos							
TOTAL: 7,500 C C	0								
TOTAL: 7,500 C C		(c) Adjusted N Income	:						
Review of annual return and tax consultations Review of annual return and tax consultations T,5	0	(b) Net Investment Income	0						
Review of annual return and tax consultations	7,500	(a) Expenses per Books	7,500						
Review of annual return and tax consultations 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	TOTAL								
			Review of annual return and tax consultations	2	8	2	7	8	0

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

TOTAL: 44,027 44,027		,	-									
TOTAL: 44,027 44,027 44,027 44,027	0		0	0								
TOTAL: 44,027 44,027 44,027 44,027	0	(c) Adjusted Net Income										
TOTAL: 44 (a) Expenses pto Books Investment Management Services 40 Professional Investment Advisor Fees 3	44,027	(b) Net Investment Income	40,330	3,697								
Investment Management Services Professional Investment Advisor Fees	44,027	(a) Expenses per Books	40,330	3,697								
1 Investment Management Services 2 Professional Investment Advisor Fees 3 4 5 6 7 7 10	TOTAL:											
1- 0 0 4 0 0 V 8 0 6			vestment Management Services	ofessional Investment Advisor Fees		-						
			1	2 D	က	4	2	9	7	8	6	10

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

		TOTAL:	4,504,728	5,443,098
	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value
1	3M CO (MMM)	200	37,716	43,150
	AAC ACOUSTIC TECHNOLOGIES (AACAF.PK)	000'9	17,042	
ဗ	ABBOTT LABS (ABT)	260	26,901	26,830
4	AGNICO EAGLE MINES LTD (AEM)	300	23,838	
2	AIR PRODS & CHEM INC. (APD)	009	42,564	
9	ALLEGHANY CP (Y)	36	3,811	
7	ALTERA CORPORATION (ALTR)	1,300	26,450	46,254
8	AMAZON COM (AMZN)	150	19,079	27,000
	AON CORP (AON)	1,400	50,817	64,414
10	APACHE CORPORATION (APA)	200	21,724	23,846
11	APPLE INC. (AAPL)	170	30,418	54,835
12	BANK OF AMERICA CORP (BAC)	2,520	34,961	33,617
13	BANK OF AMERICA CORP 8 2% (BAC-PH)	3,180	81,882	81,090
14	BERKLEY W R CP (WRB)	1,300	31,673	35,594
15	BEST BUY INC (BBY)	640	22,270	21,946
16	BP P L C SPONSORED ADR (BP)	1,020	39,999	45,053
17	CELGENE CORP (CELG)	300	18,204	17,742
18	CENOVUS ENERGY INC (CVE)	009	19,501	19,944
19	CHARLES SCHWAB CORP NEW (SCHW)	2,590	42,933	44,315
20	CHUBB CORP (CB)	1,270	50,872	75,743
21	COCA-COLA CO (KO)	006	39,575	59,193
22	COMCAST CORP (CMCSK)	3,050	56,502	63,471
23	CUMMINS INC (CMI)	300	18,623	33,003
24	CVS CAREMARK CORP. (CVS)	002	21,757	24,339
25	DELL INC (DELL)	4,580	63,941	62,059
56	DOLLAR TREE INC. (DLTR)	675	19,837	37,854
27	DR REDDY'S LAB LTD (RDY)	1,000	25,962	36,960
28	ECOLAB INC (ECL)	800	30,655	40,336
	EDUCATION MANAGEMENT (EDMC)	200	000'6	9,050
\neg	EOG RESOURCES INC (EOG)	200	14,484	18,282
31	FAMILY DOLLAR STORES COMMON (FDO)	1,050	31,025	52,196
32	FIDELITY NATIONAL INFORMATION SERVICES INC (FIS)	475	10,015	13,010
33	FREEPORT-MCMORAN COPPER & GOLD INC (FCX)	340	25,910	40,831
34	GOLDCORP INC NEW (GG)	006	40,350	41,382
35	GOLDEN EAGLE RETAIL GROUP LTD. (GDNEF.PK)	2,000	19,439	17,202
36	GOLDMAN SACHS GROUP (GS)	140	11,727	23,542
37	HDFC BANK LTD ADR (HDB)	100	18,599	16,711
38	HENGAN INT'L (HEGIF PK)	2,000	23,825	986,09
39	HENRY SCHEIN INC (HSIC)	2007	31,056	42,973
40	HONG KONG EXCH & CLE (HKXCF PK)	800	18,982	18,360
41	IMPERIAL OIL LMT (IMO)	009	5,930	24,312

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

		TOTAL	4,504,728	5,443,098
	Description/Symbol/CUSIP Number	Shares	(b) Book Value	(c) Fair Market Value
45	JP MORGAN CHASE & CO	1,610	55,230	1
43		20,000	9,302	11,219
4	KRAFT FOODS INC (KFT)	1,100	32,516	
45	$\overline{}$	300	13,359	
46		260	38,243	55,278
47	LIBERTY GLOBAL, INC SERIES C COMMON STOCK (LBTYK)	2,167	40,658	
84	_	116	1,640	
49		009	19,443	
20		200	11,877	15,352
51	MCMORAN EXPLOR CO SC (MMR)	2,100	33,227	
52	MICROSOFT CORPORATION (MSFT)	3,140	86,200	87,636
53		650	15,640	
54		300	17,352	
22		640	24,382	
26		1,050	36,351	
22		006	15,982	64,899
28		300	18,413	
29		2,400	17,423	
9		009	10,377	51,648
5		2,700	21,557	39,366
62		130,510	1,343,891	1,516,528
63		009	16,660	24,726
49	PFIZER INC (PFE)	3,090	49,307	54,106
65	PIMCO ALL ASSET FUND INSTITUTIONAL CLASS (PAAIX)	40,702	517,935	490,458
99		200	34,073	
29		1,400	17,490	
89		300	17,477	
69	SAN JUAN BASIN ROYAL (SJT)	800	19,764	18,824
2	SCHLUMBERGER LTD (SLB)	400	18,797	33,400
٦	SEABRIDGE GOLD INC (SA)	009	16,965	
72	SOCIETE GENERALE DE SURVEIL (CHF) 20 REG (SGSN PK)	25	27,545	
73	SOUTHERN CO (SO)	950	31,314	36,319
74	SOUTHWESTERN ENERGY (SWN)	400	15,228	14,972
75	STD CHARTERED PLC SHS (SCBFF.PK)	1,290	29,903	34,572
9/	STREETTRACKS GOLD SHARES (GLD)	400	40,340	55,488
1	SUNCOR ENERGY INC (SU)	200	15,408	19,145
78	TEVA PHARMECEUTICAL SP ADR (TEVA)	1,600	81,024	83,408
73		200	27,873	38,180
80		009	22,433	33,216
æ	TJX COMPANIES INC (TJX)	800	30,185	35,512
82	TSINGTAO BREW (TSGTF)	4,000	21,606	21,049

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

		TOTAL:	4,504,728	5,443,098
			(q)	(c)
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value
83	83 UNITEDHEALTH GROUP INC (UNH)	1,016	19,842	36,688
84	84 VALE SA (VALE)	2007	21,996	24,199
85	85 VALERO ENERGY CORP NEW (VLO)	3,420	63,942	020,62
86	86 VODAFONE GROUP PLC (VOD)	1,200	27,849	31,728
87	87 WAL-MART STORES INC (WMT)	1,100	53,478	59,323
88	88 WANT WANT CHINA HLDG (WWNTY PK)	1,000	30,087	44,125
89	89 WASTE MANAGEMENT INC (WM)	1,000	27,051	36,870
90	90 WEATHERFORD INTL NEW (WFT)	2,820	48,636	64,296
91	91 WILLIAMS COS (WMB)	2,300	64,050	56,856
92	92 WILLIS GROUP HOLDINGS LTD (WSH)	400	14,380	13,852
93	93 WUXI PHARMATECH CAYMAN INC (WX)	1,000	15,340	16,140
94	94 ZTE CORP (ZTCOY PK)	3,100	23,838	24,645

Form 990-PF, Part II, Line 10c - Investments: Corporate Bonds

		TOTAL:	214,766	237,857
	December (P. 1971 P. 1	d	(b)	(c)
-	CANADIAN GOVERNMENT BONDS-3 50%-06/01/2013 (135087YN8)	Snares 75.000	500K Value 75.948	Fair Market Value
7	JOHNSON & JOHNSON BOND - 5 950% - 08/15/2037 (478160AN4)	70,000	68,818	82,079
က	NOVARTIS SECS INV LTD SR BD - 5.125% - 02/10/2019 (66989GAA8)	70,000	20,000	77,552
4				
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9				
7				
8				
ြ				
9				

Form 990-PF, Part II, Line 13 - Investments - Other

		TOTAL:	4,378,235	5,639,015
			(a)	(၁)
ı	Asset Description		Book Value	Fair Market Value
-	1 DAEDALUS OFFSHORE		968,250	1,467,545
7	2 ELM RIDGE VALUE PARTNERS, LP		2,153,083	2,108,965
က	HARBERT VALUE OFFSHORE FUND, LTD CLASS C SERIES 10		100,000	101 949
4	4 HARBERT VALUE OFFSHORE FUND, LTD CLASS C SERIES 7		400,000	415,696
2	5 SEG PARTNERS OFFSHORE, LTD		756,902	1,544,860
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7				
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6				
0				

	ı
Managers	
Foundation	
Trustees and	
, Directors, 1	
of Officers	
1 - Compensation	
Line	
Part VIII	
Form 990-PF,	

								0	٥	
	Name	Street	City	State	Zıp Code	Title	Avg Hrs	Comp.	Benefits	Expense Account
	Elenita M Drumwright	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director */ Director Emeritus	-	0	0	0
7	Eliot Drumwright	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director	_	0	0	0
ღ	Elizabeth Drumwright	c/o Foundation Source 501 Silverside Road Surte 123	Wilmington	DE DE	19809	Director	-	0	0	0
4	Robert V Edgar	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE PE	19809	Director / Assistant Treasurer	7	0	0	0
က	E 'Shepı' Shepard Farrar *	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director	_	0	٥	0
ဖ	Olivia Farrar *	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE B	19809	Director	-	0	0	0
7	Alexandra D Giordano	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	핌	19809	Director / Assistant Treasurer *	-	0	0	0
∞	Ellen Levy	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	핌	19809	Vice President / Director	-	0	0	0
စ	Nathalle Milbank	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director	-	0	0	0
10	10 Samuel 'Toma' Thomas Milbank *	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director	-	0	0	0
7	11 Samuel L 'Tony' Milbank	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director / Treasurer		0	0	0

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

								0	0	0
	Name	Street	Cıty	State	Zip Code	Trtle	Avg Hrs	Comp	Expense Benefits Account	Expense Account
1,0	49 Thomas I Milhank	c/o Foundation Source 501 Silverside Road	1. Affine control	u C	10800	refoor	-			
4		c/o Foundation Source 501 Silverside Road		1	8	Vice President /	-			
13	13 Debbie Piccone *	Suite 123	Wilmington	DE	19809	Director	-	0	0	0
		c/o Foundation Source 501 Silverside Road				President / Director /				
14	14 Karen Quackenbush	Suite 123	Wilmington	DE	19809	Secretary *	τ-	0	0	0
		c/o Foundation Source 501 Silverside Road								
15	15 Barrie White *	Suite 123	Wilmington	DE	19809	President / Director	-	0	0	0
		c/o Foundation Source				Orector / Accretant				
16	16 Pamela White	Suite 123	Wilmington	DE	19809	19809 Secretary* / Secretary	1	0	0	0
17	17 * Removed from position 04/30/2010	0								

The Memton Fund, Inc				13-6096		<u>of</u> 17
Form 990-PF, Part XV, Line	3a - Grants and	Con	tributions Pa	id During the	Year	
Recipient(s) paid during the year				<u> </u>		
, ,						
Name						
MISS PORTERS SCHOOL INC	<u> </u>					
Street						
60 MAIN ST						
City			Zip Code	Foreign Count	ry	
FARMINGTON	<u> </u>	СТ	06032			
Relationship	Foundation Status					
N/A	[509(a)(1)				T	
Purpose of grant/contribution					Amount	
Annual Fund						1,000
Name						
MONADNOCK FAMILY SERVICES Street						
64 MAIN ST STE 212		CASAS	7in Codo	Familian Carret		
City			Zip Code	Foreign Count	ry	
KEENE	Farmalation Otatura	NH	03431			
Relationship	Foundation Status					
N/A	509(a)(1)				I a	
Purpose of grant/contribution					Amount	
Acting Out Program	of was proper to see hard such first forces hard then some look prices mad was	land man form britiss form	ining thing proof growth facus thank house placed a placed on the contract of	to kind you have that built you had more and nim how man		1,500
Name						
MONADNOCK MUSIC						
Street						
2A CONCORD ST			T=			
City			Zip Code	Foreign Count	ry	
PETERBOROUGH	1 27	NH	03458			
Relationship	Foundation Status					
N/A	509(a)(2)					
Durnoso of grantlaant-ihtia-					Amount	
Purpose of grant/contribution					Amount	
General & Unrestricted					Amount	6,000
General & Unrestricted						6,000
General & Unrestricted Name						6,000
General & Unrestricted Name MOVING IN STEP NELSON COMMU						6,000
General & Unrestricted Name MOVING IN STEP NELSON COMMUNICATION Street						6,000
General & Unrestricted Name MOVING IN STEP NELSON COMMUNICATION Street 110 LOG CABIN RD						6,000
General & Unrestricted Name MOVING IN STEP NELSON COMMUS Street 110 LOG CABIN RD City		State	Zip Code	Foreign Count		6,000
General & Unrestricted Name MOVING IN STEP NELSON COMMUS Street 110 LOG CABIN RD City NELSON	NITY PROJECT	State NH	Zip Code 03457	Foreign Count		6,000
General & Unrestricted Name MOVING IN STEP NELSON COMMUS Street 110 LOG CABIN RD City		State NH		Foreign Count		6,000
General & Unrestricted Name MOVING IN STEP NELSON COMMUS Street 110 LOG CABIN RD City NELSON Relationship N/A	NITY PROJECT	State NH		Foreign Count		6,000
General & Unrestricted Name MOVING IN STEP NELSON COMMUS Street 110 LOG CABIN RD City NELSON Relationship N/A Purpose of grant/contribution	NITY PROJECT Foundation Status	State NH		Foreign Count		6,000
General & Unrestricted Name MOVING IN STEP NELSON COMMUSTreet 110 LOG CABIN RD City NELSON Relationship N/A Purpose of grant/contribution General & Unrestricted	Foundation Status	State NH		Foreign Count		3,000
General & Unrestricted Name MOVING IN STEP NELSON COMMUSTreet 110 LOG CABIN RD City NELSON Relationship N/A Purpose of grant/contribution General & Unrestricted	Foundation Status	State NH	03457	Foreign Count	ery Amount	
General & Unrestricted Name MOVING IN STEP NELSON COMMUSTREE 110 LOG CABIN RD City NELSON Relationship N/A Purpose of grant/contribution General & Unrestricted Name	Foundation Status	State NH	03457		ery Amount	3,000
Relationship N/A Purpose of grant/contribution General & Unrestricted Name MOVING IN STEP NELSON COMMUSTREE 110 LOG CABIN RD City NELSON Relationship N/A Purpose of grant/contribution General & Unrestricted Name MPT FOUNDATION INC	Foundation Status	State NH	03457		ery Amount	3,000
General & Unrestricted Name MOVING IN STEP NELSON COMMUSTreet 110 LOG CABIN RD City NELSON Relationship N/A Purpose of grant/contribution General & Unrestricted Name MPT FOUNDATION INC Street	Foundation Status	State NH	03457		ery Amount	3,000
Relationship N/A Purpose of grant/contribution General & Unrestricted 10 LOG CABIN RD City NELSON Relationship N/A Purpose of grant/contribution General & Unrestricted Name MPT FOUNDATION INC Street PO BOX 332	Foundation Status	State NH	03457		ery Amount	3,000
General & Unrestricted Name MOVING IN STEP NELSON COMMUSTreet 110 LOG CABIN RD City NELSON Relationship N/A Purpose of grant/contribution General & Unrestricted Name MPT FOUNDATION INC Street	Foundation Status	State NH	03457			3,000
Relationship N/A Purpose of grant/contribution General & Unrestricted 110 LOG CABIN RD City NELSON Relationship N/A Purpose of grant/contribution General & Unrestricted Name MPT FOUNDATION INC Street PO BOX 332 City OWINGS MILLS	Foundation Status	State NH	03457			3,000
General & Unrestricted Name MOVING IN STEP NELSON COMMUSTreet 110 LOG CABIN RD City NELSON Relationship N/A Purpose of grant/contribution General & Unrestricted Name MPT FOUNDATION INC Street PO BOX 332 City OWINGS MILLS Relationship	Foundation Status	State NH	03457			3,000
General & Unrestricted Name MOVING IN STEP NELSON COMMUSTreet 110 LOG CABIN RD City NELSON Relationship N/A Purpose of grant/contribution General & Unrestricted Name MPT FOUNDATION INC Street PO BOX 332 City OWINGS MILLS Relationship N/A	Foundation Status 509(a)(1)	State NH	03457			3,000
General & Unrestricted Name MOVING IN STEP NELSON COMMUSTreet 110 LOG CABIN RD City NELSON Relationship N/A Purpose of grant/contribution General & Unrestricted Name MPT FOUNDATION INC Street PO BOX 332 City OWINGS MILLS Relationship	Foundation Status 509(a)(1) Foundation Status	State NH	03457			3,000
Relationship Name MPT FOUNDATION INC Street PO BOX 332 City OWINGS MILLS Relationship N/A Purpose of grant/contribution General & Unrestricted Relationship N/A Purpose of grant/contribution General & Unrestricted PO BOX 332 City OWINGS MILLS Relationship N/A Purpose of grant/contribution	Foundation Status 509(a)(1) Foundation Status	State NH	03457			3,000
Relationship Name MPT FOUNDATION INC Street PO BOX 332 City OWINGS MILLS Relationship N/A Purpose of grant/contribution General & Unrestricted Relationship N/A Purpose of grant/contribution General & Unrestricted Name MPT FOUNDATION INC Street PO BOX 332 City OWINGS MILLS Relationship N/A Purpose of grant/contribution General & Unrestricted	Foundation Status 509(a)(1) Foundation Status 509(a)(1)	State NH	03457 	Foreign Count	Amount Amount	3,000
Relationship Name MPT FOUNDATION INC Street PO BOX 332 City OWINGS MILLS Relationship N/A Purpose of grant/contribution General & Unrestricted Relationship N/A Purpose of grant/contribution General & Unrestricted PO BOX 332 City OWINGS MILLS Relationship N/A Purpose of grant/contribution	Foundation Status 509(a)(1) Foundation Status 509(a)(1)	State NH	03457 	Foreign Count	Amount Amount	3,000
General & Unrestricted Name MOVING IN STEP NELSON COMMUSTreet 110 LOG CABIN RD City NELSON Relationship N/A Purpose of grant/contribution General & Unrestricted Name MPT FOUNDATION INC Street PO BOX 332 City OWINGS MILLS Relationship N/A Purpose of grant/contribution General & Unrestricted	Foundation Status 509(a)(1) Foundation Status 509(a)(1)	State NH	03457 	Foreign Count	Amount Amount	3,000
Relationship Name MPT FOUNDATION INC Street PO BOX 332 City OWINGS MILLS Relationship N/A Purpose of grant/contribution General & Unrestricted Relationship N/A Purpose of grant/contribution General & Unrestricted Name MPT FOUNDATION INC Street PO BOX 332 City OWINGS MILLS Relationship N/A Purpose of grant/contribution General & Unrestricted	Foundation Status 509(a)(1) Foundation Status 509(a)(1)	State NH	03457 	Foreign Count	Amount Amount	3,000
General & Unrestricted Name MOVING IN STEP NELSON COMMUSTreet 110 LOG CABIN RD City NELSON Relationship N/A Purpose of grant/contribution General & Unrestricted Name MPT FOUNDATION INC Street PO BOX 332 City OWINGS MILLS Relationship N/A Purpose of grant/contribution General & Unrestricted	Foundation Status 509(a)(1) Foundation Status 509(a)(1)	State NH	03457 	Foreign Count	Amount Amount	3,000
General & Unrestricted Name MOVING IN STEP NELSON COMMUSTreet 110 LOG CABIN RD City NELSON Relationship N/A Purpose of grant/contribution General & Unrestricted Name MPT FOUNDATION INC Street PO BOX 332 City OWINGS MILLS Relationship N/A Purpose of grant/contribution General & Unrestricted	Foundation Status 509(a)(1) Foundation Status 509(a)(1)	State NH	03457 Zip Code	Foreign Count	Amount Amount	3,000
Relationship N/A Purpose of grant/contribution General & Unrestricted Name MPT FOUNDATION INC Street PO BOX 332 City OWINGS MILLS Relationship N/A Purpose of grant/contribution General & Unrestricted Name MPT FOUNDATION INC Street PO BOX 332 City OWINGS MILLS Relationship N/A Purpose of grant/contribution General & Unrestricted Name MUSEUM OF THE CITY OF NEW YO Street 1220 5TH AVE City	Foundation Status 509(a)(1) Foundation Status 509(a)(1)	State NH State MD	2ip Code	Foreign Count	Amount Amount	3,000
General & Unrestricted Name MOVING IN STEP NELSON COMMUSTreet 110 LOG CABIN RD City NELSON Relationship N/A Purpose of grant/contribution General & Unrestricted Name MPT FOUNDATION INC Street PO BOX 332 City OWINGS MILLS Relationship N/A Purpose of grant/contribution General & Unrestricted NAME MUSEUM OF THE CITY OF NEW YO Street 1220 5TH AVE City NEW YORK	Foundation Status 509(a)(1) Foundation Status 509(a)(1) RK	State NH State MD State NY	03457 Zip Code	Foreign Count	Amount Amount	3,000
Relationship N/A Purpose of grant/contribution General & Unrestricted Name MPT FOUNDATION INC Street PO BOX 332 City OWINGS MILLS Relationship N/A Purpose of grant/contribution General & Unrestricted Name MPT FOUNDATION INC Street PO BOX 332 City OWINGS MILLS Relationship N/A Purpose of grant/contribution General & Unrestricted Name MUSEUM OF THE CITY OF NEW YO Street 1220 5TH AVE City	Foundation Status 509(a)(1) Foundation Status 509(a)(1) RK	State NH State MD State NY	2ip Code	Foreign Count	Amount Amount	3,000
Relationship N/A Purpose of grant/contribution General & Unrestricted Name MOVING IN STEP NELSON COMMUI Street 110 LOG CABIN RD City NELSON Relationship N/A Purpose of grant/contribution General & Unrestricted Name MPT FOUNDATION INC Street PO BOX 332 City OWINGS MILLS Relationship N/A Purpose of grant/contribution General & Unrestricted Name MUSEUM OF THE CITY OF NEW YO Street 1220 5TH AVE City NEW YORK Relationship	Foundation Status 509(a)(1) Foundation Status 509(a)(1) RK	State NH State MD State NY	2ip Code	Foreign Count	Amount Amount Amount Amount	3,000
General & Unrestricted Name MOVING IN STEP NELSON COMMUING IN STEP NELSON COMMUING IN STEP NELSON COMMUING IN Street 110 LOG CABIN RD City NELSON Relationship N/A Purpose of grant/contribution General & Unrestricted Name MPT FOUNDATION INC Street PO BOX 332 City OWINGS MILLS Relationship N/A Purpose of grant/contribution General & Unrestricted Name MUSEUM OF THE CITY OF NEW YO Street 1220 5TH AVE City NEW YORK Relationship N/A	Foundation Status 509(a)(1) Foundation Status 509(a)(1) RK	State NH State MD State NY	2ip Code	Foreign Count	Amount Amount	3,000

Form 000 DE Dod VV Line 1				13-6096	
Form 990-PF, Part XV, Line 3	Ba - Grants and	Cont	ributions Pa	id During the	Year
Recipient(s) paid during the year					
Name					
WOMENS OPPORTUNITIES RESOUR	CE CENTER				
Street	DE OENTER				
2010 CHESTNUT ST					
City		State	Zip Code	Foreign Count	:rv
PHÍLADELPHIA		PA	19103		•
Relationship	Foundation Status				
N/A	509(a)(1)				
Purpose of grant/contribution					Amount
General & Unrestricted Name					5,000
YOUNG WOMENS CHRISTIAN ASSOC	CIATION OF TACOM	A & PIE	RCE COUNTY		
Street		-			
405 BROADWAY					
City		State	Zip Code	Foreign Count	try
TACOMA		WA	98402		
Relationship	Foundation Status				
N/A	509(a)(2)				
Purpose of grant/contribution				· —	Amount
Domestic Violence Legal Support Progr	am				5,000
Name					
Street					
City		State	Zip Code	Foreign Coun	try
Relationship	Foundation Status				
Purpose of grant/contribution					Amount 0
Name					
Street					
City		State	Zip Code	Foreign Coun	try
Relationship	Foundation Status				
December of manufactured as					
Purpose of grant/contribution					Amount
					0
Name					0
					0
Name			圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖圖	Foreign Coun	0
Name Street	Foundation Status				0
Name Street					try Amount
Name Street City Relationship	Foundation Status	State	Zip Code	Foreign Coun	try Amount
Name Street City Relationship Purpose of grant/contribution	Foundation Status	State	Zip Code	Foreign Coun	try Amount
Name Street City Relationship Purpose of grant/contribution Name	Foundation Status	State	Zip Code	Foreign Coun	try Amount O
Name Street City Relationship Purpose of grant/contribution Name Street	Foundation Status	State State	Zip Code	Foreign Coun	try Amount O

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