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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning

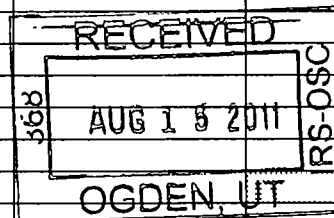
, and ending

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 THE MELVILLE FOUNDATION		A Employer identification number 22-2777140
Number and street (or P.O. box number if mail is not delivered to street address) 8 SOUND SHORE DRIVE, SUITE 180	Room/suite	B Telephone number 203-629-1980
City or town, state, and ZIP code GREENWICH, CT 06830		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 12,513,253.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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		1,430,631.		N/A	
2 Check <input type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		179,000.	179,000.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-51,935.			
b Gross sales price for all assets on line 6a		700,593.			
7 Capital gain net income (from Part IV, line 2)			0.		
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)					
11 Other income		22,025.	7,881.		STATEMENT 2
12 Total. Add lines 1 through 11		1,579,721.	186,881.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		0.	0.		0.
25 Contributions, gifts, grants paid		492,250.			492,250.
26 Total expenses and disbursements. Add lines 24 and 25		492,250.	0.		492,250.
27 Subtract line 26 from line 12		1,087,471.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			186,881.		
c Adjusted net income (if negative, enter -0-)				N/A	



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18
24

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	1,491,687.	1,884,695.	1,884,695.
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			
7 Other notes and loans receivable ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U S and state government obligations			
b Investments - corporate stock STMT 3	6,251,108.	6,548,698.	10,628,558.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 Total assets (to be completed by all filers)	7,742,795.	8,433,393.	12,513,253.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	6,644,048.	6,247,175.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	1,098,747.	2,186,218.	
30 Total net assets or fund balances	7,742,795.	8,433,393.	
31 Total liabilities and net assets/fund balances	7,742,795.	8,433,393.	

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	7,742,795.
2 Enter amount from Part I, line 27a	2	1,087,471.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,830,266.
5 Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT TO INVESTMENTS	5	396,873.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,433,393.

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 18,000 SHS OF SABA SOFTWARE INC.		P	VARIOUS	10/14/10
b 65,000 SHS OF KKR FINANCIAL HOLDINGS LLC		P	VARIOUS	04/05/10
c 5,000 SHS OF KKR PRIVATE EQUITIES INVESTMENT				
d		P	VARIOUS	04/05/10
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 103,057.		93,477.	9,580.
b 540,941.		586,561.	-45,620.
c			
d 56,595.		72,490.	-15,895.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			9,580.
b			-45,620.
c			
d			-15,895.
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	-51,935.
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) If (loss), enter -0- in Part I, line 8		3	N/A

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 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))
2009	479,756.	7,147,634.	.067121
2008	329,300.	10,432,853.	.031564
2007	1,188,167.	11,253,426.	.105583
2006	315,007.	8,780,748.	.035875
2005	387,500.	6,008,228.	.064495

2 Total of line 1, column (d)	2	.304638
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	.060928
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	9,965,717.
5 Multiply line 4 by line 3	5	607,191.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,869.
7 Add lines 5 and 6	7	609,060.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	492,250.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	3,738.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	3,738.
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	3,738.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	7,727.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	7,727.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,989.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	11	3,989.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CT		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2010)

Part VII-A Statements Regarding Activities (continued)

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

14 The books are in care of **▶** HARRY BURN III Telephone no **▶** 203-629-1980
 Located at **▶** 8 SOUND SHORE DRIVE, SUITE 180, GREENWICH, CT ZIP+4 **▶** 06830

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

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? **▶** ☐ Yes ☒ No
 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 **▶**

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ▶ <input type="checkbox"/> N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? ▶ <input type="checkbox"/>	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ▶ <input type="checkbox"/> N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2010 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 2010) ▶ <input type="checkbox"/> N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

Form 990-PF (2010)

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

If "Yes" to 6b, file Form 8870.

X

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

N/A

7b

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

(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
HARRY BURN III C/O THE MELVILLE FDN. 8 SOUND SHORE DRIVE, SUITE 180 GREENWICH, CT 06830	TRUSTEE 1.00	0.	0.	0.
JEAN BURN C/O THE MELVILLE FDN. 8 SOUND SHORE DRIVE, SUITE 180 GREENWICH, CT 06830	TRUSTEE 1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

Form 990-PF (2010)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	8,175,818.
b	Average of monthly cash balances	1b	1,941,661.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	10,117,479.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,117,479.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	151,762.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,965,717.
6	Minimum investment return. Enter 5% of line 5	6	498,286.

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

1	Minimum investment return from Part X, line 6	1	498,286.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,738.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	3,401.
c	Add lines 2a and 2b	2c	7,139.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	491,147.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	491,147.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	491,147.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	492,250.
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	492,250.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	492,250.

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.

Form 990-PF (2010)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				491,147.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007	484,001.			
d From 2008	329,300.			
e From 2009	481,030.			
f Total of lines 3a through e	1,294,331.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$	492,250.			
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	492,250.			
d Applied to 2010 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	491,147.			491,147.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,295,434.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,295,434.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008	322,154.			
d Excess from 2009	481,030.			
e Excess from 2010	492,250.			

** SEE STATEMENT 4

Form 990-PF (2010)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 6				
Total			3a	492,250.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVII



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

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

[illegible]

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

- | b If "Yes," complete the following schedule | | |
|---|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| N/A | | |
| | | |
| | | |
| | | |
| | | |

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.						
	 Signature of officer or trustee		8-10-11 Date		 Trustee Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date 8/4/11	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶ CBIZ KIRKLAND, RUSS, MURPHY & TAPP					Firm's EIN ▶	
	Firm's address ▶ 13577 FEATHER SOUND DRIVE, SUITE 400 CLEARWATER, FL 33762					Phone no (727) 572-1400	

Form **990-PF** (2010)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2010

Name of the organization

THE MELVILLE FOUNDATION

Employer identification number

22-2777140

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 foundationCheck 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

THE MELVILLE FOUNDATION

22-2777140

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HARRY BURN III 8 SOUND SHORE DRIVE, SUITE 180 GREENWICH, CT 06830	\$ 1,430,631.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE MELVILLE FOUNDATION

22-2777140

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

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

Protective Statement & Waiver of the Period of Limitations Pursuant to U.S. Treasury Regulations 1.1295-3(c) to Preserve the Ability to Retroactively Elect Qualified Electing Fund Status

- (i) The taxpayer is filing this statement to preserve its ability to make a qualified electing fund ("QEF") election for a taxable year after the election's due date (a "retroactive" election).
- (ii) **Reasonable Belief Statement:** The U.S. Shareholder ("Shareholder") filing this Protective Statement ("Statement") reasonably believes that Fortune Ally Limited (the "Company" or "FAL") should not be treated as a passive foreign investment company ("PFIC") for the tax year ended December 31, 2010.
- (iii) IRC Sec. 1297 defines a "PFIC" as any foreign corporation if (1) 75 percent or more of the gross income of such corporation for the taxable year is passive income, or (2) the average percentage of assets held by such corporation during the taxable year which produce passive income or which are held for the production of passive income is at least 50 percent. "Passive income" is any income which is of a kind which would be foreign personal holding company income under IRC Sec. 954(c) and legislative history. Further, IRC Sec. 1297(c) provides that, where a foreign corporation owns directly or indirectly at least 25 percent of the stock of another corporation, for purposes of determining whether such foreign corporation is a PFIC, such corporation shall be treated as if it (1) held its proportionate share of the assets of such other corporation, and (2) received directly its proportionate share of the income of such other corporation.
- (iv) The "active financing exception" of IRC Sec. 954(h) provides that income from a financing activity in which a foreign corporation is predominantly engaged and with respect to which it conducts substantial activity is active (and not passive) income. A foreign corporation is actively engaged if more than 70 percent of the gross income of the corporation is derived directly from the active and regular conduct of a lending or finance business from transactions with customers in the foreign corporation who are not related persons. In determining if the corporation's activity is substantial, the overall size of the corporation, the amount of its revenues and expenses, the number of its employees, the ratio of its revenues per employee, the amount of property it owns, and the nature, size, and relative significance of the applicable activities it conducts are all taken into account.
- (v) The taxpayer owns an interest in a series of partnerships that, along with other investors, have a total indirect interest in preference shares of FAL equal to 1.3266 percent of the outstanding preference shares of FAL. FAL owns 100 percent of Far Eastern Hong Xin Co., Ltd ("FEH"). FEH owns 100 percent of International Far Eastern Leasing Company Limited ("FEL"), a China resident company engaged in lease financing in China. The taxpayer understands that FAL and FEH are holding companies and conduct little if any operations other than holding the shares of FEL.
- (vi) FEL is licensed to (a) negotiate and enter into finance leases for equipment and machinery with customers, (b) acquire goods under the terms of the leases, (c) sell lease assets, and (d) provide lease consulting and guarantee services. For the year ended December 31, 2008, FEL generated net profit of \$54.6 million on total assets of \$1.4 billion (computed under International Financial Reporting Standards ("IFRS")). FEL's business is almost wholly conducted within the People's Republic of China through its over 300 employees, and its China-based operations accounted for 98% of its receipts and 94% of its assets on December 31, 2008. As such, FEL is predominantly engaged in a financing business and conducts substantial activity with respect to such business. Thus, the information available to the taxpayer indicates that FEL's income is active, meeting the requirements of the active financing exception described in (iv), above. Further, qualified tax services personnel analyzed available financial information with respect to FEL's activities in September, 2009 and concluded that FEL's operations met these requirements. The taxpayer is filing this statement as it is unable to confirm that FEL has not materially changed its operations subsequent to September 2009.
- (vii) Under the look-through rule set forth in (ii), above, in determining if FAL is a PFIC, one looks through to the operations of FEL. Under this rule, because the taxpayer reasonably believes FEL has active income and active assets and is not a PFIC, the taxpayer reasonably believes that FAL is also not a PFIC.
- (viii) **Waiver of the Period of Limitations:** The taxpayer filing this Statement agrees to extend the periods of limitations on the assessment of all PFIC related taxes for the taxpayer's taxable year ended December 31, 2010 and any subsequent years to which this Statement applies, as provided in U.S. Treasury Regulations 1.1295-3(c)(4), and agrees to the restrictions as set forth in U.S. Treasury Regulations 1.1295-3(c)(4)(ii)(A).

(ix)

Shareholder's name:	(Your Name)
Shareholder's address:	(Your Address)
Shareholder's TIN:	(Your TIN)
First taxable year Statement applies:	2010

Foreign corporation's name:	<i>Fortune Ally Limited</i>
Foreign corporation's address:	<i>c/o International Far Eastern Leasing Co , Ltd, Rm 3502, Jin Mao Tower, 88 Century Boulevard, Pudong District, Shanghai, China</i>
Foreign corporation's TIN (if any):	<i>FOREIGNUS</i>

The highest percentage of shares of each class of stock of the foreign corporation held directly or indirectly by the taxpayer during the taxpayer's first taxable year to which this Protective Statement applies is the taxpayer's share of the total investment in FAL's preference shares of 1.3266. The taxpayer does not own any common shares.

Under penalties of perjury, I certify the information above is correct and complete

Harry Burn 8-10-11
Taxpayer's Signature Date

Harry Burn
Taxpayer's Printed Name Date

Protective Statement & Waiver of the Period of Limitations Pursuant to U.S. Treasury Regulations 1.1295-3(c) to Preserve the Ability to Retroactively Elect Qualified Electing Fund Status

- (i) The taxpayer is filing this statement to preserve its ability to make a qualified electing fund ("QEF") election for a taxable year after the election's due date (a "retroactive" election).
- (ii) **Reasonable Belief Statement:** The U.S. Shareholder ("Shareholder") filing this Protective Statement ("Statement") reasonably believes that International Far Eastern Leasing Company Ltd. (the "Company" or "FEL") should not be treated as a passive foreign investment company ("PFIC") for the tax year ended December 31, 2010.
- (iii) IRC Sec. 1297 defines a "PFIC" as any foreign corporation if (1) 75 percent or more of the gross income of such corporation for the taxable year is passive income, or (2) the average percentage of assets held by such corporation during the taxable year which produce passive income or which are held for the production of passive income is at least 50 percent. "Passive income" is any income which is of a kind which would be foreign personal holding company income under IRC Sec. 954(c) and legislative history. Further, IRC Sec. 1297(c) provides that, where a foreign corporation owns directly or indirectly at least 25 percent of the stock of another corporation, for purposes of determining whether such foreign corporation is a PFIC, such corporation shall be treated as if it (1) held its proportionate share of the assets of such other corporation, and (2) received directly its proportionate share of the income of such other corporation.
- (iv) The "active financing exception" of IRC Sec. 954(h) provides that income from a financing activity in which a foreign corporation is predominantly engaged and with respect to which it conducts substantial activity is active (and not passive) income. A foreign corporation is actively engaged if more than 70 percent of the gross income of the corporation is derived directly from the active and regular conduct of a lending or finance business from transactions with customers in the foreign corporation who are not related persons. In determining if the corporation's activity is substantial, the overall size of the corporation, the amount of its revenues and expenses, the number of its employees, the ratio of its revenues per employee, the amount of property it owns, and the nature, size, and relative significance of the applicable activities it conducts are all taken into account.
- (v) The taxpayer owns an interest in a series of partnerships that, along with other investors, have a total indirect interest in preference shares of Fortune Ally Ltd. ("FAL") equal to 1.3266 percent of the outstanding preference shares of FAL. FAL owns 100 percent of Far Eastern Hong Xin Co., Ltd. ("FEH"). FEH owns 100 percent of FEL, a China resident company engaged in lease financing in China. The taxpayer understands that FAL and FEH are holding companies and conduct little if any operations other than holding the shares of FEL..
- (vi) FEL is licensed to (a) negotiate and enter into finance leases for equipment and machinery with customers, (b) acquire goods under the terms of the leases, (c) sell lease assets, and (d) provide lease consulting and guarantee services. For the year ended December 31, 2008, FEL generated net profit of \$54.6 million on total assets of \$1.4 billion (computed under International Financial Reporting Standards ("IFRS")). FEL's business is almost wholly conducted within the People's Republic of China through its over 300 employees, and its China-based operations accounted for 98% of its receipts and 94% of its assets on December 31, 2008. As such, FEL is predominantly engaged in a financing business and conducts substantial activity with respect to such business. Thus, the information available to the taxpayer indicates that FEL's income is active, meeting the requirements of the active financing exception described in (iv), above. Further, qualified tax services personnel analyzed available financial information with respect to FEL's activities in September, 2009 and concluded that FEL's operations met these requirements. The taxpayer is filing this statement as it is unable to confirm that FEL has not materially changed its operations subsequent to September 2009.
- (vii) **Waiver of the Period of Limitations:** The taxpayer filing this Statement agrees to extend the periods of limitations on the assessment of all PFIC related taxes for the taxpayer's taxable year ended December 31, 2010 and any subsequent years to which this Statement applies, as provided in U.S. Treasury Regulations 1.1295-3(c)(4), and agrees to the restrictions as set forth in U.S. Treasury Regulations 1.1295-3(c)(4)(ii)(A).

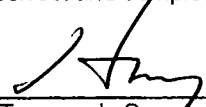
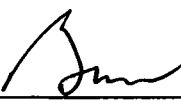
(viii)

Shareholder's name:	(Your Name)
Shareholder's address:	(Your Address)
Shareholder's TIN:	(Your TIN)
First taxable year Statement applies:	2010

Foreign corporation's name	<i>International Far Eastern Leasing Company Ltd</i>
Foreign corporation's address:	<i>c/o International Far Eastern Leasing Co., Ltd, Rm 3502, Jin Mao Tower, 88 Century Boulevard, Pudong District, Shanghai, China</i>
Foreign corporation's TIN (if any):	<i>FOREIGNUS</i>

The highest percentage of shares of each class of stock of the foreign corporation held directly or indirectly by the taxpayer during the taxpayer's first taxable year to which this Protective Statement applies is the taxpayer's share of the total investment in FAL's preference shares of 1.3266 The taxpayer does not own any common shares.

Under penalties of perjury, I certify the information above is correct and complete

  8-10-11
 Taxpayer's Signature Date

Harry Burn
 Taxpayer's Printed Name Date

Protective Statement & Waiver of the Period of Limitations Pursuant to U.S. Treasury Regulations 1.1295-3(c) to Preserve the Ability to Retroactively Elect Qualified Electing Fund Status

- (i) The taxpayer is filing this statement to preserve its ability to make a qualified electing fund ("QEF") election for a taxable year after the election's due date (a "retroactive" election).
- (ii) **Reasonable Belief Statement:** The U.S. Shareholder ("Shareholder") filing this Protective Statement ("Statement") reasonably believes that Far Eastern Hong Xin Co., Ltd. (the "Company" or "FEH") should not be treated as a passive foreign investment company ("PFIC") for the tax year ended December 31, 2010.
- (iii) IRC Sec. 1297 defines a "PFIC" as any foreign corporation if (1) 75 percent of more of the gross income of such corporation for the taxable year is passive income, or (2) the average percentage of assets held by such corporation during the taxable year which produce passive income or which are held for the production of passive income is at least 50 percent. "Passive income" is any income which is of a kind which would be foreign personal holding company income under IRC Sec. 954(c) and legislative history. Further, IRC Sec. 1297(c) provides that, where a foreign corporation owns directly or indirectly at least 25 percent of the stock of another corporation, for purposes of determining whether such foreign corporation is a PFIC, such corporation shall be treated as if it (1) held its proportionate share of the assets of such other corporation, and (2) received directly its proportionate share of the income of such other corporation.
- (iv) The "active financing exception" of IRC Sec. 954(h) provides that income from a financing activity in which a foreign corporation is predominantly engaged and with respect to which it conducts substantial activity is active (and not passive) income. A foreign corporation is actively engaged if more than 70 percent of the gross income of the corporation is derived directly from the active and regular conduct of a lending or finance business from transactions with customers in the foreign corporation who are not related persons. In determining if the corporation's activity is substantial, the overall size of the corporation, the amount of its revenues and expenses, the number of its employees, the ratio of its revenues per employee, the amount of property it owns, and the nature, size, and relative significance of the applicable activities it conducts are all taken into account.
- (v) The taxpayer owns an interest in a series of partnerships that, along with other investors, have a total indirect interest in preference shares of Fortune Ally Ltd. ("FAL") equal to 13.266 percent of the outstanding preference shares of FAL. FAL owns 100 percent of FEH. FEH owns 100 percent of International Far Eastern Leasing Company Limited ("FEL"), a China resident company engaged in lease financing in China. The taxpayer understands that FAL and FEH are holding companies and conduct little if any operations other than holding the shares of FEL.
- (vi) FEL is licensed to (a) negotiate and enter into finance leases for equipment and machinery with customers, (b) acquire goods under the terms of the leases, (c) sell lease assets, and (d) provide lease consulting and guarantee services. For the year ended December 31, 2008, FEL generated net profit of \$54.6 million on total assets of \$1.4 billion (computed under International Financial Reporting Standards ("IFRS")). FEL's business is almost wholly conducted within the People's Republic of China through its over 300 employees, and its China-based operations accounted for 98% of its receipts and 94% of its assets on December 31, 2008. As such, FEL is predominantly engaged in a financing business and conducts substantial activity with respect to such business. Thus, the information available to the taxpayer indicates that FEL's income is active, meeting the requirements of the active financing exception described in (iv), above. Further, qualified tax services personnel analyzed available financial information with respect to FEL's activities in September, 2009 and concluded that FEL's operations met these requirements. The taxpayer is filing this statement as it is unable to confirm that FEL has not materially changed its operations subsequent to September 2009.
- (vii) Under the look-through rule set forth in (ii), above, in determining if FEH is a PFIC, one looks through to the operations of FEL. Under this rule, because the taxpayer reasonably believes FEL has active income and active assets and is not a PFIC, the taxpayer reasonably believes that FEH is also not a PFIC.
- (viii) **Waiver of the Period of Limitations:** The taxpayer filing this Statement agrees to extend the periods of limitations on the assessment of all PFIC related taxes for the taxpayer's taxable year ended December 31, 2010 and any subsequent years to which this Statement applies, as provided in U.S. Treasury Regulations 1.1295-3(c)(4), and agrees to the restrictions as set forth in U.S. Treasury Regulations 1.1295-3(c)(4)(ii)(A).

(ix)

Shareholder's name:	(Your Name)
Shareholder's address:	(Your Address)
Shareholder's TIN:	(Your TIN)
First taxable year Statement applies:	2010

Foreign corporation's name:	<i>Far Eastern Hong Xin Co., Ltd</i>
Foreign corporation's address:	<i>c/o International Far Eastern Leasing Co., Ltd, Rm 3502, Jin Mao Tower, 88 Century Boulevard, Pudong District, Shanghai, China</i>
Foreign corporation's TIN (if any):	<i>FOREIGNUS</i>

The highest percentage of shares of each class of stock of the foreign corporation held directly or indirectly by the taxpayer during the taxpayer's first taxable year to which this Protective Statement applies is the taxpayer's share of the total investment in FAL's preference shares of 1.3266. The taxpayer does not own any common shares.

Under penalties of perjury, I certify the information above is correct and complete

Harry Burn *8-10-11*
Taxpayer's Signature Date

Harry Burn
Taxpayer's Printed Name Date

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH	179,000.	0.	179,000.
TOTAL TO FM 990-PF, PART I, LN 4	179,000.	0.	179,000.

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM KKR FINANCIAL HOLDINGS LLC K-1	19,195.	5,551.	
INCOME FROM KKR & CO (GUERNSEY) LP K-1	2,330.	2,330.	
MISCELLANEOUS INCOME	500.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	22,025.	7,881.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	3
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
ANALOG DEVICES INC	585,463.	753,400.	
BANK OF AMERICA CORP	1,448,438.	843,755.	
CITIGROUP, INC	202,449.	36,355.	
CAMERON INTL CORP (NATCO GROUP)	233,791.	2,611,986.	
SABA SOFTWARE INC.	91,471.	108,324.	
KKR FINANCIAL HOLDINGS LLC	0.	0.	
EXTERRAN HOLDINGS INC.	1,105,788.	508,938.	
KANSAS CITY SOUTHERN INDUSTRIES	177,180.	717,900.	
MARTEK BIOSCIENCES CORP	116,524.	156,500.	
LORILLARD INC.	726,277.	2,461,800.	
KKR PRIVATE EQUITIES INVESTORS, LP	0.	0.	
KIMBERLY-CLARK COMPANY	1,016,149.	1,260,800.	
WALGREEN COMPANY	845,168.	1,168,800.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,548,698.	10,628,558.	

FORM 990-PF	ELECTION UNDER REGULATIONS SECTION	STATEMENT	4
	53.4942(A)-3(D)(2) TO TREAT		
	EXCESS QUALIFYING DISTRIBUTIONS		
	AS DISTRIBUTIONS OUT OF CORPUS		

THE MELVILLE FOUNDATION HEREBY ELECTS TO TREAT THE CURRENT YEAR'S QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING YEAR'S UNDISTRIBUTED INCOME AS MADE OUT OF CORPUS.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 5

NAME OF MANAGER

HARRY BURN III C/O THE MELVILLE FDN.
JEAN BURN C/O THE MELVILLE FDN.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 6

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALBANY MEDICAL CENTER FOUNDATION	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	2,500.
ALEXANDRIA COUNTRY DAY SCHOOL	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	250.
AMERICAN HORTICULTURAL SOCIETY	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	1,000.
BREAST CANCER ALLIANCE	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	500.
CARAMOOR CENTER FOR MUSIC & ARTS	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	10,000.
CHICAGO COMMONS	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	1,000.

CHURCH OF OUR SAVIOR	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	2,000.
CITY SQUASH - BRIGGS CUP	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	25,000.
CLASS OF '57 INC. ROOSEVELT HIGH SCHOOL	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	750.
DARDEN SCHOOL FOUNDATION	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	2,500.
EAST HARLEM SCHOOL	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	30,000.
EPISCOPAL HIGH SCHOOL - FACULTY HOUSING	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	125,000.
EPISCOPAL HIGH SCHOOL - RANDOLPH FAIRFAX SOCIETY	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	5,000.
FAMILY CENTERS, INC	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	5,000.
FRANKLIN & MARSHALL COLLEGE - DALE FREY ENDOWMENT	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	10,000.
GLOBAL PARTNERSHIP FOR AFGHANISTAN	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	500.

HORIZONS NATIONAL	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	5,000.
MEMORIAL SLOAN - KETTERING CANCER CENTER	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	10,000.
MERRITT PARKWAY CONSERVANCY	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	2,500.
MOUNT VERNON LADIES ASSOCIATION	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	1,000.
NEW LIFE OF NEW YORK CITY	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	1,000.
NEW YORK BOTANCIAL GARDEN	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	5,000.
NEW YORK PRESBYTERIAN HOSPITAL	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	5,000.
PARTNERSHIP FOR A DRUG FREE AMERICA	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	10,000.
PATHWAYS, INC.	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	1,000.
PRESERVATION VIRGINIA	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	500.

THE MELVILLE FOUNDATION			22-2777140
ROBERT E. LEE MEMORIAL	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	2,000.
SQUASH HAVEN	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	10,000.
ST. CHRISTOPHER'S SCHOOL	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	1,500.
ST. JOHN'S COMMUNITY SERVICES	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	500.
ST. LUKE'S LIFE WORKS	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	10,000.
ST. PAUL'S EPISCOPAL CHURCH	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	2,000.
TALL TIMBERS	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	12,000.
TEACH FOR AMERICA	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	5,000.
THE BATTERY CONSERVANCY	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	5,000.
THE URBAN ASSEMBLY	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	100,000.

THE VIRGINIA HOME	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	2,500.
THOMAS JEFFERSON FOUNDATION	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	55,000.
UNIVERSITY OF COLORADO FDTN. PARENTS FUND	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	500.
UNIVERSITY OF DAYTON	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	2,000.
UNIVERSITY OF THE SOUTH	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	250.
US SKI & SNOWBOARD TEAM FOUNDATION	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	15,000.
VIRGINIA ATHLETICS FOUNDATION - BURROWS SCHOLARSHIP	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	5,000.
WASHINGTON & LEE UNIVERSITY	UNRESTRICTED CHARITABLE GRANT	PUBLIC CHARITY	2,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

492,250.

FORM 990-PF

OTHER REVENUE

STATEMENT 7

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
INCOME FROM KKR FINANCIAL HOLDINGS LLC K-1		13,644.		5,551.	
INCOME FROM KKR & CO (GUERNSEY) LP K-1		0.		2,330.	
MISCELLANEOUS INCOME				500.	
TOTAL TO FORM 990-PF, PG 11, LN 11		13,644.		8,381.	

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**
- Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization	Employer identification number
	THE MELVILLE FOUNDATION	22-2777140
	Number, street, and room or suite no. If a P.O. box, see instructions. 8 SOUND SHORE DRIVE, #180	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. GREENWICH, CT 06830	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

HARRY BURN III

- The books are in the care of ► **8 SOUND SHORE DRIVE, SUITE 180 - GREENWICH, CT 06830**
Telephone No. ► **203-629-1980** FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2010** or
► ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	7,727.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	7,727.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)