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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****Note** The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2010**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 MMK Foundation		A Employer identification number 26-0372739
Number and street (or P O box number if mail is not delivered to street address) c/o Foundation Source, 501 Silverside Road		B Telephone number (see page 10 of the instructions) (800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809-1377	Room/suite 123	
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		C If exemption application is pending, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,308,602		D 1 Foreign organizations, check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	275	275		
4 Dividends and interest from securities	62,461	62,461		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	-272,969			
b Gross sales price for all assets on line 6a 1,392,943				
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)		1,497		
12 Total. Add lines 1 through 11	-202,620	64,233		
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	700			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	26,880	849		23,948
24 Total operating and administrative expenses. Add lines 13 through 23	27,580	849		23,948
25 Contributions, gifts, grants paid	95,500			95,500
26 Total expenses and disbursements. Add lines 24 and 25	123,080	849		119,448
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-325,700			
b Net investment income (if negative, enter -0-)		63,384		
c Adjusted net income (if negative, enter -0-)				

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

(HTA)

Form **990-PF** (2010)

G14 A3

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	246,455	318,543	318,543
	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 instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	2,035,975	1,672,462	1,958,924
	c Investments—corporate bonds (attach schedule)	28,289	28,289	31,135
Liabilities	11 Investments—land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	34,275		
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,344,994	2,019,294	2,308,602
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,344,994	2,019,294	
	30 Total net assets or fund balances (see page 17 of the instructions)	2,344,994	2,019,294	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,344,994	2,019,294	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,344,994
2 Enter amount from Part I, line 27a	2	-325,700
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	2,019,294
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,019,294

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 Publicly-traded Securities				
b Passthrough K1 Capital Gain				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 1,392,943		1,665,032	-272,089	
b			-240	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			-272,089	
b			-240	
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-272,329	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	60,916	1,714,098	0.035538
2008	40,039	2,217,747	0.018054
2007	40,387	2,325,453	0.017367
2006			0.000000
2005			0.000000

2 Total of line 1, column (d)	2	0.070959
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.023653
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,035,497
5 Multiply line 4 by line 3	5	48,146
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	634
7 Add lines 5 and 6	7	48,780
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 on page 18.	8	119,448

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

1 a 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	634
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	634
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
3 Add lines 1 and 2		5	634
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	2,325
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments		6c	0
a 2010 estimated tax payments and 2009 overpayment credited to 2010		6d	
b Exempt foreign organizations—tax withheld at source		7	2,325
c Tax paid with application for extension of time to file (Form 8868)		8	0
d Backup withholding erroneously withheld		9	0
7 Total credits and payments. Add lines 6a through 6d		10	1,691
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		11	991
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 700 Refunded <input type="checkbox"/>			

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		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"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a 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? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> TX		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="text"/>				
14	The books are in care of <input type="text"/> c/o Foundation Source Telephone no <input type="text"/> (800) 839-1754			
Located at <input type="text"/> 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 <input type="text"/> 19809-1377				
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 <input type="text"/> 15			
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?	16	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 <input type="text"/>				

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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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?	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? If "Yes," list the years <input type="text"/> 20 <input type="text"/> 20 <input type="text"/> 20 <input type="text"/> 20	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="text"/> 20 <input type="text"/> 20 <input type="text"/> 20 <input type="text"/> 20		
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.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ **5b** N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870 ☐ Yes ☒ No X

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

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

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

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

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

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

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

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

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

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 charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1		
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1		
2		
3	All other program-related investments See page 24 of the instructions	

Total. Add lines 1 through 3



0

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,905,381
b	Average of monthly cash balances	1b	161,113
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2,066,494
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,066,494
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	30,997
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,035,497
6	Minimum investment return. Enter 5% of line 5	6	101,775

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

1	Minimum investment return from Part X, line 6	1	101,775
2a	Tax on investment income for 2010 from Part VI, line 5	2a	634
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	634
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	101,141
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	101,141
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	101,141

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	119,448
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	119,448
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	634
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	118,814

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				101,141
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			74,759	
b Total for prior years 20 ____, 20 ____, 20 ____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005	0			
b From 2006	0			
c From 2007	0			
d From 2008	0			
e From 2009	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 119,448				
a Applied to 2009, but not more than line 2a			74,759	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				44,689
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))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				56,452
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2006	0			
b Excess from 2007	0			
c Excess from 2008	0			
d Excess from 2009	0			
e Excess from 2010	0			

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 <i>Paid during the year</i>				
CHILDRENS MEDICAL CENTER OF DALLAS 1935 MEDICAL DISTRICT DR DALLAS TX 75235	N/A	509(a)(1)	Child Life Patient Electronics Fund	10,000
DALLAS CASA 2815 GASTON AVE DALLAS TX 75226	N/A	509(a)(1)	General & Unrestricted	5,000
DALLAS INDEPENDENT SCHOOL DISTRICT 3700 ROSS AVE DALLAS TX 75204	N/A	509(a)(1)	Bryan Adams High School General Activity Fund	10,000
DOCTORS WITHOUT BORDERS USA 333 7TH AVE FL 2 NEW YORK NY 10001	N/A	509(a)(1)	Haiti Earthquake Relief Initiative	10,000
GREENHILL SCHOOL 4141 SPRING VALLEY RD ADDISON TX 75001	N/A	509(a)(1)	General & Unrestricted	25,000
HIGHLAND PARK SPORTS CLUB 5016 MCKINNEY AVE STE 100 DALLAS TX 75205	N/A	509(a)(1)	General & Unrestricted	1,500
HIGHLAND PARK SPORTS CLUB 5016 MCKINNEY AVE STE 100 DALLAS TX 75205	N/A	509(a)(1)	Baseball Program	5,000
JUVENILE DIABETES RESEARCH FDN 30 GLENN ST WHITE PLAINS NY 10603	N/A	509(a)(1)	General & Unrestricted	1,000
NORTH TEXAS FOOD BANK 4500 S COCKRELL HILL RD DALLAS TX 75236	N/A	509(a)(1)	General & Unrestricted	5,000
OUR LADY OF PERPETUAL HELP SCHOOL 7625 CORTLAND AVE DALLAS TX 75235	N/A	509(a)(1)	Tuition Program	2,500
SAINT MICHAEL AND ALL ANGELS CHURCH 8011 DOUGLAS AT COLGATE DALLAS TX 75225	N/A	509(a)(1)	General & Unrestricted	7,000
Total See Attached Statement			▶ 3a	95,500
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	275	
4	Dividends and interest from securities			14	62,461	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory	900000	-640	18	-272,329	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a K-1 Pass-Through	525990	3,909	14	1,497	
b	Section 751 gain on sale of partnership	525990	2,207			
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		5,476		-208,096	0
13	Total. Add line 12, columns (b), (d), and (e)				13	-202,620

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

- | | | |
|---|---------------------|------------------|
| <p>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?</p> | <p>Yes</p> | <p>No</p> |
| <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> | | |
| <p>(1) Cash</p> | <p>1a(1)</p> | <p>X</p> |
| <p>(2) Other assets</p> | <p>1a(2)</p> | <p>X</p> |
| <p>b Other transactions</p> | | |
| <p>(1) Sales of assets to a noncharitable exempt organization</p> | <p>1b(1)</p> | <p>X</p> |
| <p>(2) Purchases of assets from a noncharitable exempt organization</p> | <p>1b(2)</p> | <p>X</p> |
| <p>(3) Rental of facilities, equipment, or other assets</p> | <p>1b(3)</p> | <p>X</p> |
| <p>(4) Reimbursement arrangements</p> | <p>1b(4)</p> | <p>X</p> |
| <p>(5) Loans or loan guarantees</p> | <p>1b(5)</p> | <p>X</p> |
| <p>(6) Performance of services or membership or fundraising solicitations</p> | <p>1b(6)</p> | <p>X</p> |
| <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> | <p>1c</p> | <p>X</p> |
| <p>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</p> | | |

[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

[illegible]

**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

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

PTIN

Jeffrey D Haskell

Jeffrey D. Haskell

8/2/2011

Check ☐ if self-employed

Firm's name	► FOUNDATION SOURCE
-------------	---------------------

Firm's EIN ▶

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

Phone no	(800) 839-1754
----------	----------------

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

		TOTAL:	7,613	1,497
			(a) Revenue per Books	(b) Net Investment Income
1	KKR FINANCIAL HOLDINGS LLC K-1 Pass-Through Share of Partnership Income/(Loss)		5,406	1,497
2	Section 751 gain on sale of KKR Financial Holdings LLC		2,207	0
3				
4				
5				
6				
7				
8				
9				
10				

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

TOTAL:		700	0	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Estimated Tax for 2010	700	0		0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 23 - Other Expenses

TOTAL:					26,880	849	0	23,948
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Administrative Fees	13,598	0	0	13,598			
2	Bank Charges	55	55		0			
3	Web Site Costs	10,350	0		10,350			
4	K-1 pass-through KKR FINANCIAL HOLDINGS LLC	2,877	794		0			
5								
6								
7								
8								
9								
10								

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

		TOTAL:			
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value	(c)
1	3M CO (MMM)	120	9,357	10,356	1,958,924
2	ACCENTURE PLC (ACN)	200	8,453	9,698	
3	ALCATEL LUCENT (ALU)	6,700	22,885	19,832	
4	APPLE INC (AAPL)	100	20,339	32,256	
5	ASHFORD HOSPITAL 8.45% SER D (AHT D)	900	18,766	21,105	
6	AVIS BUDGET GROUP INC (CAR)	600	7,001	9,336	
7	BALTIM TRADING LTD (BALT)	1,100	12,678	11,231	
8	BANK OF AMERICA CORP (BAC)	1,000	13,046	13,340	
9	BELO CORP (BLC)	1,500	8,340	10,620	
10	BHP BILLITON LIMITED (BHP)	120	8,716	11,150	
11	BP P L C SPONSORED ADR (BP)	200	11,253	8,834	
12	BROWN SHOE CO INC (BWS)	1,000	14,138	13,930	
13	CATERPILLAR INC. (CAT)	150	8,604	14,049	
14	CENTURY TEL INC (CTL)	400	13,626	18,468	
15	CITIGROUP INC (C)	8,000	27,990	37,840	
16	CONOCOPHILLIPS (COP)	150	7,842	10,215	
17	CROMPTON & KNOWLES CP (ACQ/DEL 4/2/2004) (CNK)	700	9,542	12,068	
18	CRUDE CARRIERS CORP (CRU)	1,000	17,535	16,580	
19	EL PASO CORPORATION (EP)	1,400	15,859	19,264	
20	EMERSON ELECTRIC CO (EMR)	200	7,940	11,434	
21	ENCORE WIRE CORP (WIRE)	500	10,419	12,540	
22	FELCOR LODGING TR (FCH)	3,500	19,549	24,640	
23	FELCOR LODGING TRUST, INC. PRFD 'A' (FCH/PA)	800	15,935	19,960	
24	FIDELITY NATIONAL FINANCIAL INC (FNF)	1,500	20,980	20,520	
25	FLUOR CORP NEW (FLR)	500	22,944	33,130	
26	G A T X CP (GMT)	400	10,662	14,112	
27	GANNETT CO INC (GCI)	1,400	20,031	21,126	
28	GASTAR EXPLORATION LTD (GST)	1,000	4,236	4,300	
29	GENERAL ELECTRIC CO (GE)	1,400	23,003	25,606	
30	GLIMCHER REALTY 8.125 SERIES (GRT G)	500	11,053	12,230	
31	GLIMCHER REALTY TRST (GRT)	2,000	12,165	16,800	
32	GLOBAL INDUSTRIES LTD (GLBL)	2,000	10,451	13,860	
33	GOLDMAN SACHS DEP SH (GS-PD)	1,500	31,917	32,280	
34	HERTZ GLOBAL HOLDINGS INC (HTZ)	800	9,313	11,592	
35	HEWLETT PACKARD CO (HPQ)	160	7,701	6,736	
36	HOME DEPOT INC (HD)	300	7,901	10,518	
37	ISHARE DJ FN SRV CMP (IYG)	400	21,301	23,028	
38	ISHARES IBOX \$ HIGH YIELD CORPORATE BOND FUND (HYG)	1,379	119,578	124,510	
39	ISHARES MSCI BRAZIL FREE INDEX FD (EWZ)	660	50,580	51,084	
40	JC PENNEY (JCP)	400	9,181	12,924	
41	JP MORGAN CHASE & CO (JPM)	180	8,123	7,636	

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

		TOTAL:			
	Description/Symbol/CUSIP Number	Shares	Book Value	(b)	(c)
			1,672,462		1,958,924
42	KBW REGIONAL BANKING ETF (KRE)	300	7,217		7,935
43	KROGER CO (KR)	600	12,479		13,416
44	LASALLE HOTEL PPTY PFD SR D (LHO D)	400	9,014		9,628
45	LENNAR CORP (LEN)	1,500	23,268		28,125
46	M D C. HLDGS (MDC)	1,000	27,251		28,770
47	MANITOWOC CO INC (MTW)	1,300	16,976		17,043
48	MERCK & CO INC (MRK)	100	3,609		3,604
49	MGIC INV CORP WI (MTG)	1,900	17,831		19,361
50	MGM RESORTS INTERNATIONAL (MGM)	1,700	20,805		25,245
51	MORTON'S REST GRP (MRT)	4,000	22,503		25,920
52	NABORS INDUSTRIES LTD (NBR)	500	9,993		11,730
53	NAVIOS MARITIME PARTNRS LP (NMM)	1,000	17,944		19,450
54	NEW YORK TIMES CO CL A (NYT)	200	1,783		1,960
55	NVIDIA CORP (NVDA)	1,000	12,177		15,400
56	OMNIVISION TECHNOLOGIES (OVTI)	2,000	37,816		59,220
57	OTELCO INC (OTT)	1,400	19,074		25,452
58	P P G IND (PPG)	140	8,293		11,770
59	PLUM CREEK TIMBER REIT (PCL)	600	21,109		22,470
60	RADIAN GROUP INC. (RDN)	2,500	21,696		20,175
61	RUTH'S CHRIS STEAK HOUSE, INC (RUTH)	2,500	12,954		11,575
62	SAFEWAY INC NEW (SWY)	1,200	27,186		26,988
63	SEASPAN CORPORATION (SSW)	2,000	23,501		24,840
64	SINCLARI BROADCAST GROUP INC (SBGI)	1,000	5,222		8,180
65	SOUTHERN COPPER CORP (SCCO)	300	9,851		14,622
66	TESORO CORP (TSO)	1,000	12,436		18,540
67	TIDEWATER INC. (TDW)	300	13,281		16,152
68	TRINITY INDUS (TRN)	700	14,105		18,627
69	UNION PACIFIC (UNP)	130	8,032		12,046
70	V F CORP (VFC)	100	7,671		8,618
71	VALERO ENERGY CORP NEW (VLO)	1,000	18,174		23,120
72	VANGUARD EMERGING MARKETS STOCK INDEX VIPERS (VWO)	1,810	74,812		87,152
73	VANGUARD MSCI PACIFIC ETF (VPL)	1,342	71,303		76,548
74	VANGUARD SF REIT ETF (VNQ)	1,170	50,029		64,783
75	VANGUARD SM-CAP ETF (VB)	3,105	175,253		225,515
76	VANGUARD TOTAL STOCK MARKET ETF (VTI)	1,697	94,747		110,186
77	VISA INC (V)	120	8,982		8,446
78	WEYERHAEUSER CO (WY)	1,351	23,152		25,574

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

		TOTAL:			28,289	31,135
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value	(b)	(c)
1	BELO A H CORP DEBENTURES 7 75% 6/01/27 (080555AE5)	20,000	16,730	18,000		
2	CORTS UNUM PROVIDENT FINANCING 8 5% 3/15/38 (22080X203)	500	11,559	13,135		
3						
4						
5						
6						
7						
8						
9						
10						

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

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp.	Benefits	Expense Account
1	Warren Edwards	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Secretary	1	0	0	0
2	Marcia King	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Treasurer	1	0	0	0
3	Mark A. King	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	President	1	0	0	0
4										
5										
6										
7										
8										
9										
10										

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

STATE FAIR OF TEXAS

Street

PO BOX 150009

City

DALLAS

State

TX

Zip Code

75315

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

State Fair Scholarship Fund

Amount

1,500

Name

THE DALLAS INSTITUTE OF HUMANITIES & CULTURE

Street

2719 ROUTH ST

City

DALLAS

State

TX

Zip Code

75201

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

UNITED STATES SKI TEAM FOUNDATION

Street

1 VICTORY LN, BOX 100

City

PARK CITY

State

UT

Zip Code

84060

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

VICKERY MEADOW MANAGEMENT CORP

Street

6251 MELODY LN

City

DALLAS

State

TX

Zip Code

75231

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Neighborhood Alliance Food Pantry Program

Amount

10,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0