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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.

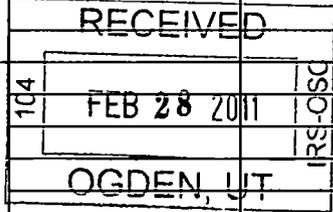
For calendar year 2010, or tax year beginning _____, **and ending** _____

G Check all that apply: Initial return Amended return Initial return of a former public charity Address change Final return Name change

| | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation TITUS II, INC. | | A Employer identification number 26-2590699 |
| Number and street (or P O box number if mail is not delivered to street address) 710 KINKEAD DR NW | Room/suite | B Telephone number 320-491-1851 |
| City or town, state, and ZIP code ALEXANDRIA, MN 56308 | | 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) \$ 140,466. | 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"/> |
| | | 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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small> | (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 | 129,863. | | | |
| 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 | | | | |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | | | |
| b Gross sales price for all assets on line 6a | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| 8 Net short-term capital gain | | | 0. | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) | | | | |
| 11 Other income | | | | |
| 12 Total. Add lines 1 through 11 | 129,863. | 0. | 0. | |
| 13 Compensation of officers, directors, trustees, etc | 0. | 0. | 0. | 0. |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees STMT 1 | 45. | 0. | 0. | 0. |
| b Accounting fees STMT 2 | 975. | 0. | 0. | 0. |
| c Other professional fees | | | | |
| 17 Interest | | | | |
| 18 Taxes STMT 3 | 860. | 0. | 0. | 0. |
| 19 Depreciation and depletion | 1,021. | 0. | 1,021. | |
| 20 Occupancy | 2,435. | 0. | 0. | 0. |
| 21 Travel, conferences, and meetings | 3,288. | 0. | 0. | 0. |
| 22 Printing and publications | 3,108. | 0. | 0. | 0. |
| 23 Other expenses STMT 4 | 14,028. | 0. | 0. | 0. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 25,760. | 0. | 1,021. | 0. |
| 25 Contributions, gifts, grants paid | 11,976. | | | 11,976. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 37,736. | 0. | 1,021. | 11,976. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | 92,127. | | | |
| b Net investment income (if negative, enter -0-) | | 0. | | |
| c Adjusted net income (if negative, enter -0-) | | | 0. | |

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| Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small> | | Beginning of year | End of year | |
|----------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|-------------------|-----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | 14,340. | 38,361. | 38,361. |
| | 2 Savings and temporary cash investments | | | |
| | 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 | | | |
| | 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 ▶ | 103,295. | | | |
| Less accumulated depreciation STMT 5 ▶ | 1,190. | 100,831. | 102,105. | |
| 15 Other assets (describe ▶ STATEMENT 6) | | 120,876. | 187,708. | |
| | | | 0. | |
| 16 Total assets (to be completed by all filers) | | 236,047. | 328,174. | 140,466. |
| 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 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 | | 0. | 0. |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | | 0. | 0. |
| 29 Retained earnings, accumulated income, endowment, or other funds | | 236,047. | 328,174. | |
| 30 Total net assets or fund balances | | 236,047. | 328,174. | |
| 31 Total liabilities and net assets/fund balances | | 236,047. | 328,174. | |

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 | 236,047. |
| 2 Enter amount from Part I, line 27a | 2 | 92,127. |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 328,174. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 328,174. |

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 | | | | |
| b NONE | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | |
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | |
| (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 | | |
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| 2 Capital gain net income or (net capital loss) | | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | 2 | |
| 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 | |

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.)

N/A

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 | | | |
| 2008 | | | |
| 2007 | | | |
| 2006 | | | |
| 2005 | | | |
| 2 Total of line 1, column (d) | | | 2 |
| 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 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | | | 4 |
| 5 Multiply line 4 by line 3 | | | 5 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 |
| 7 Add lines 5 and 6 | | | 7 |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 8 |

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.

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 [X] and enter "N/A" on line 1. Date of ruling or determination letter: 05/22/09 (attach copy of letter if necessary-see instructions)
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here [] and enter 1% of Part I, line 27b
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)
3 Add lines 1 and 2
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-
6 Credits/Payments:
a 2010 estimated tax payments and 2009 overpayment credited to 2010
b Exempt foreign organizations - tax withheld at source
c Tax paid with application for extension of time to file (Form 8868)
d Backup withholding erroneously withheld
7 Total credits and payments. Add lines 6a through 6d
8 Enter any penalty for underpayment of estimated tax. Check here [] if Form 2220 is attached
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 [] Refunded []

Part VII-A Statements Regarding Activities

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?
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?
c Did the foundation file Form 1120-POL for this year?
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
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?
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
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?
7 Did the foundation have at least \$5,000 in assets at any time during the year?
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MN
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
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
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 7

Part VII-A Statements Regarding Activities (continued)

| | | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|--------------------------|
| <p>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)</p> | 11 | | X |
| <p>12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?</p> | 12 | | X |
| <p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.TITUS2HOMES.COM</u></p> | 13 | X | |
| <p>14 The books are in care of ► <u>THE FOUNDATION</u> Telephone no. ► <u>320-491-1851</u> Located at ► <u>710 KINKEAD DR NW, ALEXANDRIA, MN</u> ZIP+4 ► <u>56308</u></p> | | | |
| <p>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</p> | 15 | N/A | <input type="checkbox"/> |
| <p>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? 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 ►</p> | 16 | Yes | No X |

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 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|----|
| <p>1a During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(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</p> | | | |
| <p>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</p> | N/A | 1b | |
| <p>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?</p> | 1c | | X |
| <p>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)):</p> <p>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 ► _____, _____, _____</p> <p>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"/> Yes <input checked="" type="checkbox"/> No</p> <p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____</p> | N/A | 2b | |
| <p>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</p> <p>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"/> Yes <input checked="" type="checkbox"/> No</p> | N/A | 3b | |
| <p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p> | 4a | | X |
| <p>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?</p> | 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)? 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 **6b** **X**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 |
|------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| SEE STATEMENT 8 | | 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**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

| | Expenses |
|-----------------------|----------|
| 1 SEE STATEMENT 9 | 19,255. |
| 2 SEE STATEMENT 10 | 0. |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments

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

| | Amount |
|--------------------------------------------------------------------------|--------|
| 1 N/A | |
| 2 | |
| 3 All other program-related investments. See instructions. | |
| Total. Add lines 1 through 3 ▶ | 0. |

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 | 0. |
| b Average of monthly cash balances | 1b | 19,215. |
| c Fair market value of all other assets | 1c | 289,813. |
| d Total (add lines 1a, b, and c) | 1d | 309,028. |
| 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 | 309,028. |
| 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 4,635. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 304,393. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 15,220. |

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

Part XII Qualifying Distributions (see 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 | 11,976. |
| 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 | 11,976. |
| 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 | 11,976. |

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

Part XIII Undistributed Income (see instructions)

N/A

| | (a) Corpus | (b) Years prior to 2009 | (c) 2009 | (d) 2010 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7 | | | | |
| 2 Undistributed income, if any, as of the end of 2010 | | | | |
| a Enter amount for 2009 only | | | | |
| b Total for prior years: | | | | |
| 3 Excess distributions carryover, if any, to 2010: | | | | |
| a From 2005 | | | | |
| b From 2006 | | | | |
| c From 2007 | | | | |
| d From 2008 | | | | |
| e From 2009 | | | | |
| f Total of lines 3a through e | | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ | | | | |
| a Applied to 2009, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see instructions) | | | | |
| d Applied to 2010 distributable amount | | | | |
| e Remaining amount distributed out of corpus | | | | |
| 5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a)) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | | | |
| e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr. | | | | |
| f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | | | | |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 | | | | |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a | | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2006 | | | | |
| b Excess from 2007 | | | | |
| c Excess from 2008 | | | | |
| d Excess from 2009 | | | | |
| e Excess from 2010 | | | | |

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶ 05/22/09
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

| | Tax year | | | | (e) Total |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|---------------|----------|-----------|
| | (a) 2010 | (b) 2009 | Prior 3 years | | |
| | | | (c) 2008 | (d) 2007 | |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | 0. | 0. | 0. | 0. | 0. |
| b 85% of line 2a | 0. | 0. | 0. | 0. | 0. |
| c Qualifying distributions from Part XII, line 4 for each year listed | 11,976. | 28,649. | 0. | 0. | 40,625. |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | 0. | 0. | 0. | 0. | 0. |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | 11,976. | 28,649. | 0. | 0. | 40,625. |
| 3 Complete 3a, b, or c for the alternative test relied upon: | | | | | |
| a "Assets" alternative test - enter: | | | | | |
| (1) Value of all assets | | | | | 0. |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | 0. |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | 0. |
| c "Support" alternative test - enter: | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | 129,863. | 264,865. | | | 394,728. |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | 129,863. | 264,865. | | | 394,728. |
| (3) Largest amount of support from an exempt organization | 25,000. | 18,000. | | | 43,000. |
| (4) Gross investment income | | | | | 0. |

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|------------------------------------------------------------------|----------------------|
| <p><i>a Paid during the year</i> LOVE, INC 803 N NOKOMIS ALEXANDRIA, MN 56308</p> | | <p>PUBLIC CHARITY CORPORATIO</p> | <p>TO HELP WITH PROGRAM SUPPLIES</p> | <p>4,378.</p> |
| <p>PRAISE FM PO BOX 247 OSAKIS, MN 56360</p> | | <p>PUBLIC CHARITY CORPORATIO</p> | <p>TO SUPPORT RADIO BROADCASTS</p> | <p>1,875.</p> |
| <p>UNITED WAY OF DOUGLAS & POPE COUNTIES 115 3RD AVENUE WEST ALEXANDRIA, MN 56308</p> | | <p>PUBLIC CHARITY CORPORATIO</p> | <p>DOLLY PARTON IMAGINATION LIBRARY</p> | <p>35.</p> |
| <p>UNITY FOUNDATION PO BOX 1240 ALEXANDRIA, MN 56308</p> | | <p>PUBLIC CHARITY CORPORATIO</p> | <p>TO HELP WITH PROGRAM SUPPLIES</p> | <p>5,688.</p> |
| Total | | | | ▶ 3a 11,976. |
| <p><i>b Approved for future payment</i></p> <p>NONE</p> | | | | |
| Total | | | | ▶ 3b 0. |

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

Employer identification number

TITUS II, INC.

26-2590699

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

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 |
| TITUS II, INC. | 26-2590699 |

Part I Contributors (see instructions)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|-------------------------------------------------------------------------------------------------------|--------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | <u>OTTO BREMER FOUNDATION</u> <u>445 MINNESOTA STREET SUITE 2250</u> <u>ST PAUL, MN 55101</u> | \$ <u>25,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 2 | <u>PAUL & VIRGINIA SUMMER</u> <u>1509 LAKESIDE DRIVE SW</u> <u>ALEXANDRIA, MN 56308</u> | \$ <u>7,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 3 | <u>TOM AND MARTHA KOHOUT</u> <u>2210 BRADFORD BAY RD SW</u> <u>ALEXANDRIA, MN 56308</u> | \$ <u>6,410.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 4 | <u>DOUGLAS FOUNDATION</u> <u>3404 IOWA ST</u> <u>ALEXANDRIA, MN 56308</u> | \$ <u>12,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 5 | <u>MARANATHA CHARITABLE FOUNDATION</u> <u>2116 E. SIERRA MADRE AVE</u> <u>GILBERT, AZ 85296</u> | \$ <u>20,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 6 | <u>VERN & JUDY ANDERSON</u> <u>5266 COUNTY RD 91 SW</u> <u>ALEXANDRIA, MN 56308</u> | \$ <u>18,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

| | |
|-----------------------------------------------|-----------------------------------------------------|
| Name of organization TITUS II, INC. | Employer identification number 26-2590699 |
|-----------------------------------------------|-----------------------------------------------------|

Part I Contributors (see instructions)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|--------------------------------------------------------------------------------------------------------------|--------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 7 | <p>THE UNITY FOUNDATION</p> <hr/> <p>P O BOX 1240</p> <hr/> <p>ALEXANDRIA, MN 56308</p> | \$ <u>5,688.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | <hr/> <hr/> <hr/> | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | <hr/> <hr/> <hr/> | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | <hr/> <hr/> <hr/> | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | <hr/> <hr/> <hr/> | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | <hr/> <hr/> <hr/> | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | <hr/> <hr/> <hr/> | \$ _____ | 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

TITUS II, INC.

26-2590699

Part II Noncash Property (see instructions)

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|------------------------------|----------------------------------------------|------------------------------------------------|----------------------|
| | <hr/> <hr/> <hr/> <hr/> | \$ _____ | _____ |
| | <hr/> <hr/> <hr/> <hr/> | \$ _____ | _____ |
| | <hr/> <hr/> <hr/> <hr/> | \$ _____ | _____ |
| | <hr/> <hr/> <hr/> <hr/> | \$ _____ | _____ |
| | <hr/> <hr/> <hr/> <hr/> | \$ _____ | _____ |
| | <hr/> <hr/> <hr/> <hr/> | \$ _____ | _____ |
| | <hr/> <hr/> <hr/> <hr/> | \$ _____ | _____ |
| | <hr/> <hr/> <hr/> <hr/> | \$ _____ | _____ |

Name of organization

Employer identification number

TITUS II, INC.

26-2590699

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 |
| | |
| | |
| | |

| (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 |
| | |
| | |
| | |

| (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 |
| | |
| | |
| | |

| (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 |
| | |
| | |
| | |

2010 DEPRECIATION AND AMORTIZATION REPORT
FORM 990-PF PAGE 1

990-PF

| Asset No | Description | Date Acquired | Method | Life | Line No | Unadjusted Cost Or Basis | Bus % Excl | Reduction In Basis | Basis For Depreciation | Accumulated Depreciation | Current Sec. 179 | Current Year Deduction |
|----------|----------------------------------------------------------------------------|---------------|--------|------|---------|--------------------------|------------|--------------------|------------------------|--------------------------|------------------|------------------------|
| 2 | FURNITURE & FIXTURES DONATED COPIER TO EQUIPMENT * 990-PF PG 1 TOTAL | 100909SL | | 5.00 | 16 | 1,000. | | | 1,000. | 50. | | 200. |
| | FURNITURE & FIXTURES TRANSPORTATION EQUIPMENT | | | | | 1,000. | | 0. | 1,000. | 50. | 0. | 200. |
| 3 | DONATED 2003 FORD EXPEDITION TO VEHICLE * 990-PF PG 1 TOTAL | 102609SL | | 7.00 | 16 | 5,000. | | | 5,000. | 119. | | 714. |
| | TRANSPORTATION EQUIPMENT | | | | | 5,000. | | 0. | 5,000. | 119. | 0. | 714. |
| 11 | LAND * 990-PF PG 1 TOTAL | 123109L | | | | 95,000. | | | 95,000. | 0. | | 0. |
| | LAND | | | | | 95,000. | | 0. | 95,000. | 0. | 0. | 0. |
| 14 | COMPUTER | 092910SL | | 5.00 | 16 | 1,043. | | | 1,043. | | | 52. |
| 15 | WATER SOFTENER | 102710SL | | 5.00 | 16 | 825. | | | 825. | | | 28. |
| 16 | EXERCISE EQUIPMENT | 071410SL | | 5.00 | 16 | 123. | | | 123. | | | 12. |
| 17 | LAPTOPS * 990-PF PG 1 TOTAL | 101310SL | | 5.00 | 16 | 304. | | | 304. | | | 15. |
| | OTHER | | | | | 2,295. | | 0. | 2,295. | 0. | 0. | 107. |
| | * GRAND TOTAL 990-PF PG 1 DEPR | | | | | 103,295. | | 0. | 103,295. | 169. | 0. | 1,021. |

| FORM 990-PF | LEGAL FEES | | | STATEMENT 1 |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| LEGAL | 45. | 0. | 0. | 0. |
| TO FM 990-PF, PG 1, LN 16A | 45. | 0. | 0. | 0. |

| FORM 990-PF | ACCOUNTING FEES | | | STATEMENT 2 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| ACCOUNTING | 975. | 0. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 16B | 975. | 0. | 0. | 0. |

| FORM 990-PF | TAXES | | | STATEMENT 3 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| PROPERTY TAX | 860. | 0. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 860. | 0. | 0. | 0. |

| FORM 990-PF | OTHER EXPENSES | | | STATEMENT 4 |
|------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| INSURANCES | 6,128. | 0. | 0. | 0. |
| ADVERTISING | 2,304. | 0. | 0. | 0. |
| TELEPHONES | 1,516. | 0. | 0. | 0. |
| REPAIR AND MAINTENANCE | 439. | 0. | 0. | 0. |
| REGISTRATION FEE | 175. | 0. | 0. | 0. |
| AUTO EXPENSES | 521. | 0. | 0. | 0. |
| OTHER SUPPLIES | 2,430. | 0. | 0. | 0. |

| | | | | |
|-----------------------------|---------|----|----|----|
| FUNDRAISING EXPENSES | 515. | 0. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 14,028. | 0. | 0. | 0. |

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 5

| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE |
|-----------------------------------------|---------------------|--------------------------|------------|
| LAND | 95,000. | 0. | 95,000. |
| DONATED COPIER TO EQUIPMENT | 1,000. | 250. | 750. |
| DONATED 2003 FORD EXPEDITION TO VEHICLE | 5,000. | 833. | 4,167. |
| COMPUTER | 1,043. | 52. | 991. |
| WATER SOFTENER | 825. | 28. | 797. |
| EXERCISE EQUIPMENT | 123. | 12. | 111. |
| LAPTOPS | 304. | 15. | 289. |
| TOTAL TO FM 990-PF, PART II, LN 14 | 103,295. | 1,190. | 102,105. |

FORM 990-PF OTHER ASSETS STATEMENT 6

| DESCRIPTION | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
|----------------------------------|----------------------------|------------------------|-------------------|
| CONSTRUCTION IN PROGRESS | 120,876. | 187,708. | 0. |
| TO FORM 990-PF, PART II, LINE 15 | 120,876. | 187,708. | 0. |

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 7

| NAME OF CONTRIBUTOR | ADDRESS |
|----------------------------|------------------------------------------------|
| RICHARD AND ROSE SHORMA | 826 E LAKE GENEVA RD ALEXANDRIA, MN 56308 |
| DOUGLAS MACHINE FOUNDATION | 3404 IOWA ST ALEXANDRIA, MN 56308 |
| TOM AND MARTHA KOHOUT | 221 BRADFORD BAY RD SW ALEXANDRIA, MN 56308 |

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 8

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---------------------------------------------------------------|--------------------------|-------------------|---------------------------------|--------------------|
| MARY YAW 710 KINKEAD DR NW ALEXANDRIA, MN 56308 | PRESIDENT 1.00 | 0. | 0. | 0. |
| GABRIEL ANDERSON 710 KINKEAD DR NW ALEXANDRIA, MN 56308 | VICE PRESIDENT 1.00 | 0. | 0. | 0. |
| NANCY WALTERS 710 KINKEAD DR NW ALEXANDRIA, MN 56308 | SECRETARY 1.00 | 0. | 0. | 0. |
| SARA JIRIK 710 KINKEAD DR NW ALEXANDRIA, MN 56308 | TREASURER 1.00 | 0. | 0. | 0. |
| LISA MOYLE 710 KINKEAD DR NW ALEXANDRIA, MN 56308 | DIRECTOR 1.00 | 0. | 0. | 0. |
| VIANN PETERSON 710 KINKEAD DR NW ALEXANDRIA, MN 56308 | DIRECTOR 1.00 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 0. | 0. | 0. |

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 9

ACTIVITY ONE

TITUS 2 HOMES WAS ORGANIZED IN 2008 TO MEET AN UNMET NEED FOR SINGLE WOMEN AND WOMEN WITH CHILDREN IN THE AREA WHO ARE IN NEED OF HOUSING AND SUPPORT AS THEY TRANSITION THEIR LIVES DUE TO RELOCATION, LOSS OF JOBS, ABANDONMENT OR DIVORCE. THE WOMEN WE SPEAK OF WOULD BE WOMEN WHO HAVE LIMITED OR NO FINANCIAL RESOURCES, NEED WORK SKILLS UPDATED AND HELP WITH DAILY LIVING SKILLS.

WOMEN WHO THROUGH REFERRAL OR WHO PRESENT THEMSELVES WOULD SELF IDENTIFY WHAT THEY SEE THEIR NEEDS ARE TO BECOME SELF-SUFFICIENT. EACH APPLICANT WILL KNOW WHAT IS OFFERED AND AN INDIVIDUAL PLAN TO GAIN SELF-SUFFICIENCY WILL BE INITIATED.

THE LOCAL COMMUNITY HAS RESPONDED TO THIS UNMET NEED WITH "HOW CAN WE HELP"? TO DATE, A ONE HUNDRED YEAR OLD FIVE BEDROOM THREE STORY HOUSE ON 5.7 ACRES HAS BEEN DONATED. THE HOUSE IS ON A MAIN ROAD FIVE MILES FROM ALEXANDRIA. THE SITE HAS AMPLE ROOM FOR GARDENS, ROOM FOR CHILDREN TO ROAM, AN AREA FOR A PLAYGROUND AND A WALKING PATH.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

19,255.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 10

ACTIVITY TWO

CONTINUATION FORM ABOVE:
RESIDENCE WILL HELP AS MUCH AS THEY ARE ABLE TO WITH MAINTENANCE AND UPKEEP THAT WILL CONTRIBUTE TOWARDS THE COST OF THEIR STAY.

THROUGH THE SUMMER AND INTO THE FALL HUNDREDS OF VOLUNTEER HOURS HAVE BEEN CONTRIBUTED TO THE REMOVAL OF MATERIALS TO PREPARE FOR THE UPGRADES NEEDED AS THE HOUSE DID NOT MEET THE COUNTY BUILDING CODES. FIVE PLUS ROLL OFFS OF DEMOLITION WAS REMOVED FROM THE HOUSE AND A NEW WELL AND SEPTIC TANK HAVE BEEN INSTALLED.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

0.