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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

2010

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

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

Name of foundation

A Employer identification number

TURN 2 FOUNDATION, INC.

34-1847687

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

1360 EAST 9TH STREET 1100 (216) 920-4800

City or town, state, and ZIP code

CLEVELAND, OH 44114-1717

 H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end J Accounting method Cash Accrual
 of year (from Part II, col (c), line 16) Other (specify) (Part I, column (d) must be on cash basis)

 C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

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)	1,980,490			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B	70	70	70	ATCH 1
3 Interest on savings and temporary cash investments	68,613	68,613	68,613	ATCH 2
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	1,816			
b Gross sales price for all assets on line 6a 551,716				
7 Capital gain net income (from Part IV, line 2)		1,816		
8 Net short-term capital gain			1,761	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	228,165			ATCH 3
12 Total. Add lines 1 through 11	2,279,154	70,499	70,444	
13 Compensation of officers, directors, trustees, etc	101,517			101,517
14 Other employee salaries and wages	385,266			382,666
15 Pension plans, employee benefits	48,319			48,319
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 4	7,900	0	0	7,900
c Other professional fees (attach schedule) *	57,165			57,165
17 Interest	40,592	RECEIVED		40,592
18 Taxes (attach schedule) (see page 14 of the instructions) *	16,704			
19 Depreciation (attach schedule) and depletion	142,020	10 NOV 0 2011 10	142,020	
20 Occupancy	25	4	IS	25
21 Travel, conferences, and meetings	11,078			11,078
22 Printing and publications	668,480	OPEN HI		668,480
23 Other expenses (attach schedule) ATCH 7				
24 Total operating and administrative expenses.	1,479,066	0	0	1,459,762
Add lines 13 through 23				
25 Contributions, gifts, grants paid	1,024,346			824,346
26 Total expenses and disbursements Add lines 24 and 25	2,503,412	0	0	2,284,108
27 Subtract line 26 from line 12	-224,258			
a Excess of revenue over expenses and disbursements		70,499		
b Net investment income (if negative, enter -0-)			70,444	
c Adjusted net income (if negative, enter -0-)				

SCANNED AND
Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing	1,651.	1,776.	1,776.
	2 Savings and temporary cash investments	499,762.	294,012.	294,012.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►	1,025,000.		
	Less allowance for doubtful accounts ►	119,071.		
	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	ATCH 8	23,032.	22,541.
	10 a Investments - U S and state government obligations (attach schedule) **	0.	99,407.	99,407.
	b Investments - corporate stock (attach schedule) ATCH 10	851,357.	1,049,631.	1,049,631.
	c Investments - corporate bonds (attach schedule) ATCH 11	1,087,382.	940,668.	940,668.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ►	124,028.		
	Less accumulated depreciation ► (attach schedule)	73,847.	41,734.	50,181.
	15 Other assets (describe ► ATCH 13)	13,910.	13,910.	13,910.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,432,889.	3,378,055.	3,378,055.
	17 Accounts payable and accrued expenses	82,698.	21,228.	
	18 Grants payable	300,000.	400,000.	
	19 Deferred revenue	52,500.	58,973.	
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► ATCH 15)	693.	911.	
	23 Total liabilities (add lines 17 through 22)	435,891.	481,112.	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	2,996,998.	2,896,943.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input 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			
	30 Total net assets or fund balances (see page 17 of the instructions)	2,996,998.	2,896,943.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,432,889.	3,378,055.	

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	2,996,998.
2 Enter amount from Part I, line 27a	2	-224,258.
3 Other increases not included in line 2 (itemize) ► ATTACHMENT 16	3	124,203.
4 Add lines 1, 2, and 3	4	2,896,943.
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	2,896,943.

** ATCH 9

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	1,816.
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	1,761.

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	2,313,080.	2,376,795.	0.973193
2008	2,566,837.	2,837,837.	0.904505
2007	2,030,302.	3,187,611.	0.636935
2006	2,116,106.	2,965,151.	0.713659
2005	1,528,736.	2,590,258.	0.590187

2 Total of line 1, column (d)	2	3.818479
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	0.763696
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,443,369.
5 Multiply line 4 by line 3	5	1,865,991.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	705.
7 Add lines 5 and 6	7	1,866,696.
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	2,284,108.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . . Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	0.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . .		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	2	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 . . .	6a	0.
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 . . .	7	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . .		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ► . . .	9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► . . .		
11	Enter the amount of line 10 to be Credited to 2011 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/> . . .	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	1a	X
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>	1b	X
c	Did the foundation file Form 1120-POL for this year? . . .	1c	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . <i>If "Yes," attach a detailed description of the activities</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . .	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	4b	X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . <i>If "Yes," attach the statement required by General Instruction T</i>	5	X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	6	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . .	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► <u>FL, MI, NJ, NY, OH</u>		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . .	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i> . . .	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11	X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► TURN2FOUNDATION.ORG	13	X
14	The books are in care of ► KIM WILSON Located at ► 1360 E. 9TH ST. #1100 CLEVELAND, OH	Telephone no ► (216) 920-4800 ZIP + 4 ► 44114-1782	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15		
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 90-221. If "Yes," enter the name of the foreign country ►	16	Yes 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
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"/> X 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"/> X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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"/> X 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"/> X 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 ►	1b	X
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="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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	
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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	5b	X
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 17		101,517.	5,832.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 18		122,961.	11,640.	0.

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE	N/A	0.
Total number of others receiving over \$50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	SPONSOR AFTER SCHOOL PROGRAMS IN NEW YORK CITY AND W. MICHIGAN TO ENABLE CHILDREN TO PARTICIPATE IN CULTURAL ARTS, PHYSICAL FITNESS & EDUCATION ENRICHMENT PROGRAMS ON WEEKDAYS	746,077.
2	SPONSOR JETER'S LEADERS PROGRAMS IN THE NEW YORK CITY AND KALAMAZOO AREAS THAT RECOGNIZE STUDENTS FOR THEIR ACADEMIC ACHIEVEMENT, EXTRACURRICULAR ACTIVITIES, & COMMUNITY SERVICE	748,232.
3	SPONSOR SCHOLARSHIP PROGRAMS IN THE NEW YORK CITY, TAMPA, FL AND KALAMAZOO AREAS THAT RECOGNIZE STUDENTS FOR THEIR ACADEMIC ACHIEVEMENT AND LEADERSHIP SKILLS	130,025.
4	SPONSOR YOUTH BASEBALL CLINICS AND CAMPS IN THE NEW YORK, KALAMAZOO & TAMPA AREAS THAT ENABLE CHILDREN TO EXPERIENCE A MORE INTENSE TRAINING OF LEADERSHIP AND BASEBALL SKILLS	250,025.

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	NONE	0.
2		
3		
All other program-related investments. See page 24 of the instructions		
Total. Add lines 1 through 3 ►		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	1,956,880.
b Average of monthly cash balances	1b	523,698.
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	2,480,578.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	2,480,578.
4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	37,209.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,443,369.
6 Minimum investment return. Enter 5% of line 5	6	122,168.

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

1 Minimum investment return from Part X, line 6	1	
2a Tax on investment income for 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 page 25 of the instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,284,108.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	0.
b Cash distribution test (attach the required schedule)	3b	0.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,284,108.
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	705.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,283,403.

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				0.
2 Undistributed income, if any, as of the end of 2010				0.
a Enter amount for 2009 only				0.
b Total for prior years 20 08 20 07 20 06		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005 1,528,736				
b From 2006 2,117,323				
c From 2007 2,030,302				
d From 2008 2,567,719				
e From 2009 2,313,080				
f Total of lines 3a through e	10,557,160.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 2,284,108.				0.
a Applied to 2009, but not more than line 2a				0.
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount	2,284,108.			
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:	12,841,268.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	1,528,736.			
9 Excess distributions carryover to 2011.	11,312,532.			
Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2006 2,117,323.				
b Excess from 2007 2,030,302.				
c Excess from 2008 2,567,719.				
d Excess from 2009 2,313,080.				
e Excess from 2010 2,284,108.				

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

1a 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. ► 09/11/2007
b Check box to indicate whether the foundation is a private operating foundation described in section X 4942(j)(3) or 4942(j)(5)

b Check box to indicate whether the foundation is a private operating foundation described in section 512(j)(3)		c		d		
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Prior 3 years				(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
	70,444.	70,980.	88,240.	114,992.	344,656.	
b 85% of line 2a	59,877.	60,333.	75,004.	97,743.	292,957.	
c Qualifying distributions from Part XII, line 4 for each year listed	2,284,108.	2,313,080.	2,567,719.	2,030,302.	9,195,209.	
d Amounts included in line 2c not used directly for active conduct of exempt activities	518,987.	602,781.	856,389.	894,561.	2,872,718.	
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	1,765,121.	1,710,299.	1,711,330.	1,135,741.	6,322,491.	
3 Complete 3a, b, or c for the alternative test relied upon						
a "Assets" alternative test - enter						
(1) Value of all assets	3,378,055.	2,495,796.	2,274,369.	3,329,515.	11,477,735.	
(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	81,445.	79,227.	94,595.	106,254.	361,521.	
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)						0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)						0.
(3) Largest amount of support from an exempt organization						0.
(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 page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

DEREK S. JETER

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

N/A

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

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

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

ATTACHMENT 19

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

N/A

c Any submission deadlines

N/A

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

N/A

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

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
ATTACHMENT 20				
Total			► 3a	824,346.
<i>b Approved for future payment</i>				
ATTACHMENT 21				
Total			► 3b	400,000.

Form 990-PF (2010)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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****4 Dividends and interest from securities****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****9 Net income or (loss) from special events****10 Gross profit or (loss) from sales of inventory****11 Other revenue**

a SEE PART 1 LINE 11

c _____
 d _____
 e _____

12 Subtotal Add columns (b), (d), and (e)**13 Total Add line 12, columns (b), (d), and (e)**

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

1 NOT APPLICABLE

Schedule of Contributors

2010

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

Name of the organization

TURN 2 FOUNDATION, INC.

Employer identification number

34-1847687

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization TURN 2 FOUNDATION, INC.

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	KELLOGG'S ONE KELLOGG SQUARE; P.O. BOX 3599 BATTLE CREEK, MI 49016-3599	\$ 6,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	CHRISTOPHER D. SMITHERS FOUNDATION P.O. BOX 67 MILL NECK, NY 11765	\$ 26,630.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	BANK OF AMERICA 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036	\$ 53,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	STEINER SPORTS MEMORABILIA 33 LE COUNT PLACE NEW ROCHELLE, NY 10801	\$ 17,300.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	CONWAY, BRIAN 10 ORCHARD LANE COLTS NECK, NJ 07722	\$ 62,980.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	JETER, DEREK S. C/O PWC, 400 RENAISSANCE CTR DETROIT, MI 48243	\$ 526,249.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization TURN 2 FOUNDATION, INC.

Employer identification number

34-1847687

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	GATORADE 555 W. MONROE STREET; #10-5 CHICAGO, IL 60661	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
8	TURN 2, INC. 1360 E. 9TH STREET; SUITE 1100 CLEVELAND, OH 44114	\$ 15,766.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
9	FX NETWORKS LLC PO BOX 900 BEVERLY HILLS, CA 90213	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
10	NIKE, INC. ONE BOWERMAN DRIVE, JR-4 BEAVERTON, OR 97005-6453	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
11	TRI STATE QUALITY FORD DEALERS 220 WHITE PLAINS ROAD TARRYTOWN, NY 10591	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
12	AVON PRODUCTS CO. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	\$ 24,450.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization TURN 2 FOUNDATION, INC.

Employer identification number

34-1847687

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	DELTA AIRLINES PO BOX 20526 ATLANTA, GA 30320-2526	\$ 175,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
14	MAJOR LEAGUE PROPERTIES, INC. 245 PARK AVENUE NEW YORK, NY 10167	\$ 37,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
15	MOVADO GROUP, INC. 650 FROM ROAD PARAMUS, NJ 07652	\$ 17,250.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
16	JP MORGAN CHASE 611 WOODWARD AVE, SUITE 8088 DETROIT, MI 48226	\$ 15,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
17	BEAVEX, INC. PO BOX 1708 NEW HAVEN, CT 06507	\$ 31,325.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
18	STEINER SPORTS MEMORABILIA 33 LE COUNT PLACE NEW ROCHELLE, NY 10801	\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization TURN 2 FOUNDATION, INC.

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
19	FATHEAD LLC 20255 VICTOR PARKWAY, SUITE 100 LIVONIA, MI 48152-7096	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
20	GATORADE 555 W. MONROE STREET, SUITE 10-5 CHICAGO, IL 60661	\$ 16,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
21	HOTALING, ROBERT 42 RIVERSIDE DRIVE, APT 4C NEW YORK, NY 10024	\$ 13,300.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
22	HURON CONSULTING SERVICES LLC 550 WEST VAN BUREN STREET CHICAGO, IL 60607	\$ 8,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
23	ANONYMOUS DONOR 330 MADISON AVENUE NEW YORK, NY 10017	\$ 11,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
24	BLOOMBERG LP 731 LEXINGTON AVENUE NEW YORK, NY 10022	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization TURN 2 FOUNDATION, INC.

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
25	NIKE, INC. ONE SW BOWERMAN DRIVE (JR-4) BEAVERTON, OR 97005	\$ 15,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
26	BOOK, ROBERT H. 12 BALTER ROAD NEW CITY, NY 10956	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
27	BTIG, LLC 825 THIRD AVENUE, 7TH FLOOR NEW YORK, NY 10022	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
28	PROCTER AND GAMBLE - THE GILLETTE CO PRUDENTIAL TOWER BUILDING BOSTON, MA 02199	\$ 59,600.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
29	PRO PERFORMANCE SPORTS, LLC 12310 WORLD TRADE DRIVE, SUITE 310 SAN DIEGO, CA 92128	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
30	ROGERS, PHILIP 1251 AVENUE OF THE AMERICAS NEW YORK, NY 10020	\$ 104,716.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization TURN 2 FOUNDATION, INC.

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
31	RUGGIERO, JAMES 26 MAIN STREET, SUITE 204 CHATHAM, NJ 07928	\$ 6,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
32	HEYMANN-WOLF FOUNDATION 130 WEST 79TH STREET, SUITE 5D NEW YORK, NY 10024	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
33	KERZNER INTERNATIONAL 1000 SOUTH PINE ISLAND ROAD, #800 PLANTATION, FL 33324	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
34	PROSPORT MANAGEMENT, INC. 2688 COUNTRY WOODS LANE PALM HARBOR, FL 34683	\$ 16,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
35	DLA PIPER, LLP 6225 SMITH AVENUE BALTIMORE, MD 21209	\$ 5,766.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
36	MAI WEALTH ADVISORS, LLC 1360 E. 9TH STREET; #1100 CLEVELAND, OH 44114	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization TURN 2 FOUNDATION, INC.

Employer identification number

34-1847687

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
37	CAA SPORTS 162 5TH AVENUE, 8TH FLOOR NEW YORK, NY 10010	\$ 24,450.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
38	NEW YORK PRESBYTERIAN HOSPITAL 525 E. 68TH STREET NEW YORK, NY 10065	\$ 6,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
39	SANOFI AVENTIS US INC. 44 SOUTH BROADWAY, SUITE 614 WHITE PLAINS, NY 10601	\$ 13,300.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
40	GANNETT FOUNDATION FUND USA WEEKEND, 7950 JONES BRANCH DR FL 2 MCLEAN, VA 22107	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
41	INTERVIEWING SERVICE OF AMERICA INC. 15400 SHERMAN WAY, SUITE 400 VAN NUYS, CA 91406	\$ 6,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
42	MELCHIORRE, ANTHONY 150 WESTERN DRIVE SHORT HILLS, NJ 07078	\$ 13,300.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization TURN 2 FOUNDATION, INC.

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
43	NEW YORK YANKEES FOUNDATION YANKEE STADIUM BRONX, NY 10451	\$ 8,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
44	FIDELITY CHARITABLE GIFT FUND 1239 VEEDER DRIVE HEWLETT, NY 11557	\$ 15,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
45	NATURE'S THERAPY 15402 N. NEBRASKA AVENUE #102 LUTZ, FL 33549	\$ 8,900.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
46	APOLLO JETS LLC 145 E. 32ND ST. 8TH FLOOR NEW YORK, NY 10016	\$ 8,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
47	AQUAOCEAN TRANSPORT 1415 N. LOOP WEST, SUITE MEZZ. D HOUSTON, TX 77008	\$ 6,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
48	CHATHAM ASSET MANAGEMENT 26 MAIN STREET, SUITE 204 CHATHAM, NJ 07928	\$ 8,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization TURN 2 FOUNDATION, INC.

Employer identification number

34-1847687

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
49	CHINH AND HAPHOUNG CHU C/O AYCO, PO BOX 425 SARATOGA SPRINGS, NY 12866-0425	\$ 8,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
50	CLOSE, CASEY 1156 AVENUE OF THE AMERICAS, SUITE 400 NEW YORK, NY 10036	\$ 15,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
51	BANK OF AMERICA 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036	\$ 8,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
52	LEVINE, MICHAEL CAA SPORTS, 162 5TH AVENUE 7TH FL NEW YORK, NY 10010	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
53	MCDONALDS (ROGER CANCHOLA) 3341 E 23RD STREET TUCSON, AZ 85713	\$ 7,900.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
54	PRICEWATERHOUSECOOPERS LLP 1900 ST ANTOINE STREET DETROIT, MI 48226	\$ 6,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization TURN 2 FOUNDATION, INC.

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
55	VITTI, VINCENT 4673 SE WATERFORD STUART, FL 34997	\$ 6,600.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
56	ANONYMOUS DONOR NOT AVAILABLE UNKNOWN, NY 00000	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

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

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
NATIONAL FINANCIAL SERVICES JP MORGAN CHASE BANK NA	1. 69.	1. 69.	1. 69.
TOTAL	<u><u>70.</u></u>	<u><u>70.</u></u>	<u><u>70.</u></u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
FIDELITY INVESTMENTS - INTEREST ON BONDS	46,732.	46,732.	46,732.
FIDELITY INVESTMENTS - DIVIDENDS	21,846.	21,846.	21,846.
HUNTINGTON NATIONAL BANK	35.	35.	35.
TOTAL	<u>68,613.</u>	<u>68,613.</u>	<u>68,613.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
NYC GALA & TAMPA GOLF EVENTS:	
GROSS RECEIPTS - TICKETS	1,454,466.
GROSS RECEIPTS - AUCTION ITEMS	410,025.
LESS:	
RECEIPTS REPORTED AS CONTRIBUTIONS	-980,362.
CREDIT CARD FEES	-20,756.
FACILITY EXPENSES	-181,405.
EVENT COORDINATOR EXPENSE	-65,000.
ENTERTAINMENT/PRODUCTION EXPENSE	-218,595.
PHOTOGRAPHY	-7,837.
EVENT RELATED TRAVEL EXPENSES	-34,800.
MISCELLANEOUS EXPENSES	-27,287.
POSTAGE & SHIPPING	-1,659.
TICKET/PROGRAM EXPENSE	-29,921.
SECURITY	-19,818.
MEALS	-405.
FLOWERS	-6,718.
PRIZES AND GIVEAWAYS	-32,627.
SUPPLIES AND COPIES	-492.
ADVERTISING/MEDIA/SIGNAGE	-8,644.
TOTALS	<u>228,165.</u>

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
MEADEN & MOORE	7,900.	0.	7,900.	
TOTALS	<u>7,900.</u>	<u>0.</u>	<u>7,900.</u>	<u>7,900.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
--------------------	---	--------------------------------

D. HUNYADI CONSULTING FEES	3,600.	3,600.
D. GIBBS CONSULTING FEES	15,780.	15,780.
M. HARRISON - CONSULTING FEE	10,611.	10,611.
M. CRUZ - CONSULTING FEE	5,852.	5,852.
T. GORDON - CONSULTING FEE	3,322.	3,322.
K. LYNN - CONSULTING FEE	18,000.	18,000.
TOTALS	<u>57,165.</u>	<u>57,165.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	40,778.	40,778.
PROPERTY TAX	-211.	-211.
STATE TAXES	25.	25.
TOTALS	<u>40,592.</u>	<u>40,592.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
LIABILITY & OTHER INSURANCE	7,524.	7,524.
OFFICE SUPPLIES AND EXPENSES	10,362.	10,362.
ADVERTISING, MEDIA AND P.R.	49,779.	49,779.
BANK CHARGES	1,031.	1,031.
DUES & SUBSCRIPTIONS	1,234.	1,234.
MEALS & BEVERAGES	5,714.	5,714.
POSTAGE & SHIPPING	49,645.	49,645.
GROUND TRANSPORTATION	5,339.	5,339.
TELEPHONE EXPENSE	9,785.	9,785.
REGISTRATION & FILING FEES	886.	886.
UTILITIES	23,423.	23,423.
CLEANING, REPAIRS, MAINTENANCE	20,979.	20,979.
BAD DEBT EXPENSE	5,250.	5,250.
MISCELLANEOUS	4,447.	4,447.
CHILDREN'S TURN 2 US PROGRAM	20,355.	20,355.
CHILDREN'S HOLIDAY PARTIES	54,236.	54,236.
CHILDREN'S CLINICS & CAMPS	77,777.	77,777.
CHILDREN'S LEADERSHIP PROGRAM	294,864.	294,864.
JETER'S METER P.S. PROGRAM	2,668.	2,668.
GIVE AWAYS, BOOKS, PENS, OTHER	1,606.	1,606.
YOUTH BASEBALL GAME OUTING	6,126.	6,126.
YOUTH AFTER SCHOOL PROGRAMS	15,450.	15,450.
TOTALS	<u><u>668,480.</u></u>	<u><u>668,480.</u></u>

ATTACHMENT 7

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID EXPENSES	23,032.	22,541.	22,541.
TOTALS	<u>23,032.</u>	<u>22,541.</u>	<u>22,541.</u>

ATTACHMENT 8

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
US OBLIGATIONS TOTAL			
METROPOLITAN TRNS ATH NY 4.65%	0.	99,407.	99,407.
STATE OBLIGATIONS TOTAL	<u>0.</u>	<u>99,407.</u>	<u>99,407.</u>

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 10

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
400 SHS S&P 500 DEPOSITORY	44,576.	50,300.	50,300.
1,100 SHS S&P 500 DEPOSITORY	122,584.	138,326.	138,326.
200 SHS S&P 500 DEPOSITORY	22,289.	25,150.	25,150.
300 SHS S&P 500 DEPOSITORY	33,432.	37,725.	37,725.
200 SHS MIDCAP SPDR TR SER 1	26,348.	32,936.	32,936.
300 SHS MIDCAP SPDR TR SER 1	39,522.	49,404.	49,404.
400 SHS MIDCAP SPDR TR SER 1	52,696.	65,872.	65,872.
600 SHS ISHARES TR RUS 2000 1	37,464.	46,944.	46,944.
1000 SHS ISHARES TR RUS 2000 1	62,440.	78,240.	78,240.
1000 SHS ISHARES MSCI EMERGING	41,500.	47,642.	47,642.
4,046 FIDELITY DIVERSIFIED INT	113,314.	122,015.	122,015.
527.236 FIDELITY DIVERSIFIED I	112,456.	115,896.	115,896.
1783.591 MATTHEWS CHINA FD	45,482.	52,366.	52,366.
851.469 MATTHEWS CHINA FD	21,712.	25,426.	25,426.
2498.438 MUTUAL SRS BEACON A	28,482.	30,581.	30,581.
727.449 MUTUAL SRS BEACON CL A	8,293.	10,173.	10,173.
696.743 THIRD AVENUE VALUE	32,273.	36,063.	36,063.
88.94 THIRD AVENUE VALUE	4,120.	5,376.	5,376.
4,040.404 GATEWAY FD CL A	102,020.	105,293.	105,293.
14.033 GATEWAY FD CL A	354.	2,025.	2,025.
4472.843 MERGER FUND	0.	70,582.	70,582.
82.152 MERGER FUND	0.	1,296.	1,296.
TOTALS	<u>851,357.</u>	<u>1,049,631.</u>	<u>1,049,631.</u>

FORM 990PE, PART II - CORPORATE BONDS

DESCRIPTION
BEGINNING
BOOK VALUE

MSDW BOND 6.75% DUE 4/15/11	52,974.	50,834.
SLM CORP MTN 4.469% DUE 2/1/10	100,086.	0.
FHLB BOND 5.75% DUE 5/15/12	54,922.	53,578.
FHLB BOND 4.35% DUE 7/13/16	100,031.	0.
FHLMC BOND 4.2% DUE 9/9/16	149,988.	0.
FHLMC BOND 3.25% DUE 5/20/19	98,250.	0.
BELLSOUTH CORP 5.2% DUE 9/15/14	107,099.	109,169.
AMER. EXPRESS BK 5.55% 10/2012	213,886.	213,924.
JPMORGAN CHASE 7.9% 2/1/2010	103,146.	106,299.
WELLS FARGO CAP XV 9.75% 2049	107,000.	111,250.
HSBC FIN CORP 4.15% DUE 7/15	0.	99,439.
GOLDMAN SACHS GRP INC 3%	0.	146,442.
MORGAN STANLEY DW DISC 5%	0.	49,733.

TOTALS

1,087,382.

940,668.

ATTACHMENT 11

DESCRIPTION
BEGINNING
BOOK VALUE

MSDW BOND 6.75% DUE 4/15/11	52,974.	50,834.
SLM CORP MTN 4.469% DUE 2/1/10	100,086.	0.
FHLB BOND 5.75% DUE 5/15/12	54,922.	53,578.
FHLB BOND 4.35% DUE 7/13/16	100,031.	0.
FHLMC BOND 4.2% DUE 9/9/16	149,988.	0.
FHLMC BOND 3.25% DUE 5/20/19	98,250.	0.
BELLSOUTH CORP 5.2% DUE 9/15/14	107,099.	109,169.
AMER. EXPRESS BK 5.55% 10/2012	213,886.	213,924.
JPMORGAN CHASE 7.9% 2/1/2010	103,146.	106,299.
WELLS FARGO CAP XV 9.75% 2049	107,000.	111,250.
HSBC FIN CORP 4.15% DUE 7/15	0.	99,439.
GOLDMAN SACHS GRP INC 3%	0.	146,442.
MORGAN STANLEY DW DISC 5%	0.	49,733.

940,668.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 12FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL				
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
OFFICE FURNITURE	SL	271.			271.				271.
OFFICE FURNITURE	SL	525.			525.				525.
OFFICE FURNITURE	SL	4,276.			4,276.				4,277.
OFFICE FURNISHINGS	SL	471.			471.				471.
COMPUTER	SL	1,238.			1,238.				1,238.
TELEPHONE EQUIPMENT	SL	1,813.			1,813.				1,576.
OFFICE FURNITURE	SL	7,318.			7,318.				6,184.
OFFICE FURNITURE	SL	22,200.			22,200.				18,500.
OFFICE FURNITURE	SL	9,675.			9,675.				7,831.
COMPUTER	SL	1,305.			1,305.				1,305.
COMPUTER	SL	2,437.			2,437.				2,437.
LAPTOP COMPUTER	SL	1,597.			1,597.				1,544.
OFFICE FURNISHINGS	SL	6,031.			6,031.				2,945.
OFFICE FURNISHINGS	SL	1,628.			1,628.				777.
COMPUTER	SL	10,366.			10,366.				7,774.
COMPUTER SERVER	SL	11,462.			11,462.				7,831.
TELEPHONE EQUIPMENT	SL	2,303.			2,303.				1,124.
OFFICE FURNITURE	SL	1,388.			1,388.				528.
00T0E5 5208	10/28/2011	1:08:31 PM			V 10-8-2				34-1847687

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL				
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
COMPUTER	SL	1,059.		1,059.		318.	212.		530.
COMPUTER EQUIPMENT	SL	4,191.		4,191.		1,327.	638.		2,165.
SECURITY INTERCOM	SL	5,450.		5,450.		666.	363.		1,029.
COMPUTER	SL	515.		515.		69.	103.		172.
COMPUTER - SERVER	SL	1,357.		1,357.		226.	271.		497.
OFFICE FURNITURE	SL	13,721.		13,721.		1,307.			1,307.
OFFICE FURNITURE	SL	3,436.		3,436.		41.			41.
TELEPHONE EQUIPMENT	SL	3,500.		3,500.		250.			250.
COMPUTER EQUIPMENT	SL	2,130.		2,130.		284.			284.
LAPTOP COMPUTERS	SL	2,364.		2,364.		433.			433.
TOTALS		<u>98,876.</u>		<u>124,027.</u>		<u>57,142.</u>			<u>73,816.</u>

ATTACHMENT 12 (CONT'D)

FORM 990PF, PART II - OTHER ASSETS

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

ATTACHMENT 13

ATTACHMENT 14FORM 990PF, PART II - DEFERRED REVENUE

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
DEFERRED GOLF EVENT INCOME	52,500.	58,973.
TOTALS	<u>52,500.</u>	<u>58,973.</u>

ATTACHMENT 15FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
WITHHELD PAYROLL TAXES	693.	911.
TOTALS	<u>693.</u>	<u>911.</u>

ATTACHMENT 16FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED APPRECIATION ON INVESTMENTS	124,203.
TOTAL	<u>124,203.</u>

ATTACHMENT 19

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

N/A
N/A
N/A, NA 00000
0000000000

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

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KIPS BAY BOYS & GIRLS CLUB 1930 RANDALL AVENUE BRONX, NY 10473	UNRELATED PUBLIC CHARITY	STAYING SMART AT THE BAY PROGRAM	15,000.	
DAYTOP VILLAGE FOUNDATION 54 WEST 40TH STREET NEW YORK, NY 10018	UNRELATED PUBLIC CHARITY	ADOLESCENT SUBSTANCE ABUSE PREVENTION	11,986.	
KALAMAZOO COMMUNITY FOUNDATION 151 SOUTH ROSE STREET, SUITE 332 KALAMAZOO, MI 49007-4775	UNRELATED PUBLIC CHARITY	DEREK JETER SCHOLARSHIP FUNDING	5,025.	
PEERS INFLUENCE PEERS PARTNERSHIP 142 PEERSKILL HOLLOW ROAD PUTNAM VALLEY, NY 10579	UNRELATED PUBLIC CHARITY	ADOLESCENT SUBSTANCE ABUSE PREVENTION	10,000.	
KALAMAZOO PUBLIC SCHOOLS 1220 HOWARD STREET KALAMAZOO, MI 49008	UNRELATED PUBLIC SCHOOLS	ADOLESCENT SUBSTANCE ABUSE PREVENTION	5,000.	
THREE RIVERS ACADEMIC MENTORING PROGRAM 25 RAILROAD DRIVE THREE RIVERS, MI 49093	UNRELATED PUBLIC CHARITY	AFTER SCHOOL PROGRAM - EXTRA INNINGS AT DEREK'S DUGOUT	27,795.	

ATTACHMENT 20

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	<u>ATTACHMENT 20 (CONT'D)</u>	
			AMOUNT	
CITY OF NEW YORK PARKS & RECREATION 830 5TH AVENUE NEW YORK, NY 10021	UNRELATED PUBLIC CHARITY	AFTER SCHOOL PROGRAMS/CAMPS & CLINICS	303,754.	
PORTRAGE PUBLIC SCHOOLS 1000 IDAHO STREET PORTRAGE, MI 49024	UNRELATED PUBLIC SCHOOLS	ADOLESCENT SUBSTANCE ABUSE PREVENTION	5,000.	
MORGAN STANLEY'S CHILDREN'S HOSPITAL NY PRESBYTERIAN 161 FORT WASHINGTON AVE NEW YORK, NY 10032	UNRELATED PUBLIC CHARITY	TURN 2 US HEALTHY LIFESTYLE PROGRAM FUNDING	105,039.	
ST. PETER CLAVER CATHOLIC SCHOOL 1401 GOVERNOR STREET TAMPA, FL 33602	UNRELATED SCHOOL	DEREK JETER SCHOLARSHIP FUND SUPPORT	75,000.	
WASHINGTON WRITERS ACADEMY 1919 PORTAGE STREET KALAMAZOO, MI 49001	UNRELATED SCHOOL	PROUD TO BE ME YOUTH PROGRAM	35,000.	
KALAMAZOO COMMUNITIES IN SCHOOLS FOUNDATION 247 NORTH ROSE STREET KALAMAZOO, MI 49007	UNRELATED PUBLIC CHARITY	GREATER KALAMAZOO GIRLS ON THE RUN PROGRAM	5,000.	

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT	<u>ATTACHMENT 20 (CONT'D)</u>	
				UNRELATED PUBLIC CHARITY	GENERAL SCHOOL FUNDING
P.S. 4 500 WEST 160TH STREET NEW YORK, NY 10032	UNRELATED PUBLIC CHARITY	SUMMER CAMP FOR CHILDREN IN NEED	40,000.		
S.C.O.P.E. 1375 BROADWAY, 4TH FLOOR NEW YORK, NY 10018	UNRELATED PUBLIC CHARITY	YOUTH SMART MOVES PROGRAM	10,000.		
BOYS & GIRLS CLUB 915 LAKE STREET KALAMAZOO, MI 49001	UNRELATED PUBLIC CHARITY	TURN 2 FOUNDATION - SHARLEE JETER SCHOLARSHIP	25,000.		
UNITED NEGRO COLLEGE FUND NEW CENTER ONE BUILDING 3031 WEST GRAND BLVD, SUITE 531 DETROIT, MI 48202	UNRELATED PUBLIC CHARITY	YOUTH IN ACTION PROGRAM	28,000.		
MILWOOD MAGNET MIDDLE SCHOOL 2916 KONKLE STREET KALAMAZOO, MI 49001	UNRELATED SCHOOL	GIRLS ON THE RUN PROGRAM	10,000.		
OPHELIA PROJECT - GIRLS ON THE RUN 5509 WEST GRAY STREET SUITE 100 TAMPA, FL 33609	UNRELATED PUBLIC CHARITY				

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DOUGLASS COMMUNITY ASSOCIATION 1000 W. PATERSON STREET KALAMAZOO, MI 49007	UNRELATED PUBLIC CHARITY	PROUD TO BE ME PROGRAM FUNDING	42,047.
JO-ANN C. CROCI FOUNDATION, INC. 7 ANDOVER DRIVE BOHEMIA, NY 11716	UNRELATED PUBLIC CHARITY	MEMORIAL SCHOLARSHIP FUND	2,500.
TEAMMATES FOR KIDS FOUNDATION 4251 KIPLING STREET SUITE 370 WHEAT RIDGE, CO 80033	UNRELATED PUBLIC CHARITY	GENERAL PROGRAM FUNDING	2,500.
BOYS AND GIRLS CLUBS OF S.E. LA 1140 S. BROAD STREET NEW ORLEANS, LA 70125	UNRELATED PUBLIC CHARITY	NFL-YET PROGRAM - SERVICE PROJECT	5,000.
FAMILY SERVICES OF WESTCHESTER ONE GATEWAY PLAZA, 4TH FLOOR PORT CHESTER, NY 10573	UNRELATED PUBLIC CHARITY	YOUTH PROGRAM FUNDING	5,000.
JACKIE ROBINSON FOUNDATION 75 VARICK STREET, 2ND FLOOR NEW YORK, NY 10013	UNRELATED PUBLIC CHARITY	ELDP SCHOLARSHIP FUNDING	25,000.

ATTACHMENT 20 (CONT'D)

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

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
JOE TORRE SAFE AT HOME FOUNDATION GRAND CENTRAL STATION PO BOX 3133 NEW YORK, NY 10163	UNRELATED PUBLIC CHARITY	PROGRAMS FOR CHILDREN OF DOMESTIC ABUSE	5,000.
JOHN STARKS FOUNDATION 1127 HIGH RIDGE ROAD, SUITE 331 STAMFORD, CT 06905	UNRELATED PUBLIC CHARITY	YOUTH PROGRAM FUNDING	5,000.
THOMAS BLAKE SR. MEMORIAL RESEARCH FUND MEMORIAL SLOAN-KETTERING CANCER CENTER 633 THIRD AVENUE, 28TH FLOOR NEW YORK, NY 10017	UNRELATED PUBLIC CHARITY	GENERAL FUND GRANT	10,000.
		TOTAL CONTRIBUTIONS PAID	<u><u>824,346.</u></u>

ATTACHMENT 20 (CONT'D.)

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
			ATTACHMENT 21
CITY OF NEW YORK PARKS AND RECREATION 830 5TH AVENUE NEW YORK, NY 10021	UNRELATED PUBLIC CHARITY	AFTER SCHOOL PROGRAMS	100,000.
ST. PETER CLAVER CATHOLIC SCHOOL 1401 GOVERNOR STREET TAMPA, FL 33602	UNRELATED PUBLIC CHARITY	DEREK JETER SCHOLARSHIP FUND SUPPORT	100,000.
PHOENIX HOUSE 6604 HARNEY ROAD, SUITE B TAMPA, FL 33610	UNRELATED PUBLIC CHARITY	ADOLESCENT SUBSTANCE ABUSE TREATMENT PROGRAM	200,000.
		TOTAL CONTRIBUTIONS APPROVED	<u>400,000.</u>

SCHEDULE D
(Form 1041)Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

2010

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

Name of estate or trust

TURN 2 FOUNDATION, INC.

Employer identification number

34-1847687

Note: Form 5227 filers need to complete **only** Parts I and II**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS			ATCH 1		1,661.
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b				1b	100.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet				4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►				5	1,761.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS			ATCH 2		55.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b				6b	0.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				8	
9 Capital gain distributions				9	
10 Gain from Form 4797, Part I				10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet				11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►				12	55.

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

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		1,761.
14	Net long-term gain or (loss):			
a	Total for year	14a		55.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		1,816.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ►	21		
22	Subtract line 21 from line 20 If zero or less, enter -0-	22		
23	Subtract line 22 from line 17 If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24?			
	<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box	25		
	<input type="checkbox"/> No. Enter the amount from line 23.	26		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same?			
	<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	27		
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

2010

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

TURN 2 FOUNDATION, INC.

Employer identification number
34-1847687

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

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

100.

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

0

FEDERAL CAPITAL GAIN DIVIDENDSATTACHMENT 1SHORT-TERM CAPITAL GAIN DIVIDENDS

THROUGH NATIONAL FINANCIAL SERVICES

1,661.

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

1,661.LONG-TERM CAPITAL GAIN DIVIDENDSATTACHMENT 2

15% RATE CAPITAL GAIN DIVIDENDS

THROUGH NATIONAL FINANCIAL SERVICES

55.

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

55.

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

55.

TURN 2 FOUNDATION, INC.

**FINANCIAL STATEMENTS
WITH
INDEPENDENT AUDITORS' REPORT**

December 31, 2010

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Meaden&Moore

INDEPENDENT AUDITORS' REPORT

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

We have audited the accompanying statement of financial position of Turn 2 Foundation, Inc. as of December 31, 2010 and 2009, and the related statement of changes in net assets, activities, and cash flows for the years then ended. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Turn 2 Foundation, Inc. as of December 31, 2010 and 2009, and the changes in its net assets and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

In 2010, the Foundation changed the basis of accounting it uses to prepare financial statements from the cash basis to accounting principles generally accepted in the United States of America. As discussed in Note 1, the 2009 financial statements presented for comparison have been restated to reflect the change.

Based on our audits, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America.



MEADEN & MOORE, LTD
Certified Public Accountants

August 18, 2011
Cleveland, Ohio



Meaden & Moore, Ltd.

(A Meaden & Moore Company)

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

STATEMENT OF FINANCIAL POSITION

Turn 2 Foundation, Inc.

	December 31	
	2010	2009
ASSETS:		
Cash and cash equivalents	\$ 293,291	\$ 498,918
Marketable securities (at fair market value)	2,092,203	1,941,235
Pledges receivable	905,929	914,061
Prepaid expenses	22,541	23,032
Property and equipment - net	50,181	41,733
Deposits	<u>13,910</u>	<u>13,910</u>
 Total Assets	 <u>\$ 3,378,055</u>	 <u>\$ 3,432,889</u>
LIABILITIES:		
Accounts payable	\$ 21,228	\$ 82,698
Withheld payroll taxes	911	693
Grants payable	400,000	300,000
Deferred revenue	<u>58,973</u>	<u>52,500</u>
 Total Liabilities	 <u>481,112</u>	 435,891
NET ASSETS:		
Unrestricted	<u>2,896,943</u>	<u>2,996,998</u>
 Total Liabilities and Net Assets	 <u>\$ 3,378,055</u>	 <u>\$ 3,432,889</u>

See accompanying notes.

STATEMENT OF CHANGES IN NET ASSETS

Turn 2 Foundation, Inc.

Years Ended December 31, 2010 and 2009

	<u>Unrestricted</u>
Net Assets - December 31, 2008 - As Previously Stated	\$ 2,549,422
Prior period adjustment for change in basis of accounting	<u>552,873</u>
Net Assets - December 31, 2008 - As Restated	3,102,295
Change in net assets - 2009	<u>(105,297)</u>
Net Assets - December 31, 2009	2,996,998
Change in net assets - 2010	<u>(100,055)</u>
Net Assets - December 31, 2010	<u>\$ 2,896,943</u>

See accompanying notes.

STATEMENT OF ACTIVITIES

Turn 2 Foundation, Inc.

	Year Ended December 31	
	2010	2009
SUPPORT AND REVENUE:		
Contributions and Grants:		
Contributions, gifts, grants	\$ 1,980,491	\$ 1,836,300
Special events - net	228,164	(53,533)
Gain (loss) on sale of investments	1,816	(30,451)
Unrealized appreciation of investments	124,203	352,519
Interest and dividend income	68,683	71,219
 Total Support and Revenue	 2,403,357	 2,176,054
EXPENSES:		
Charitable:		
Contributions to charitable organizations	1,024,346	849,368
Direct charitable activities	473,081	442,327
 Total Expenses	 1,497,427	 1,291,695
Operating:		
Salaries and wages	486,786	485,771
Payroll taxes and benefits	89,097	105,005
Advertising expenses	-	4,000
Professional fees	115,715	122,060
Travel, conferences and meetings	12,090	14,724
Printing and publications	11,078	8,401
Office expenses	84,031	74,033
Rent	142,020	107,751
Telephone and utilities	33,208	33,570
Insurance	7,266	12,840
Depreciation	16,705	15,013
Federal excise tax	(187)	2,888
Miscellaneous	8,176	3,600
 Total Expenses	 1,005,985	 989,656
 Change in Net Assets	 2,503,412	 2,281,351
 Net Assets Beginning of Year	 (100,055)	 (105,297)
 Net Assets End of Year	 \$ 2,896,943	 \$ 2,996,998

See accompanying notes.

STATEMENT OF CASH FLOWS

Turn 2 Foundation, Inc.

	Period Ended December 31	
	<u>2010</u>	<u>2009</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Cash received from support and revenue	\$ 2,879,225	\$ 2,760,080
Interest and dividends received	16,731	(288,403)
Cash paid to suppliers and employees	(3,103,621)	(2,914,036)
Income taxes paid	<u>187</u>	<u>(2,888)</u>
 Net Cash Used in Operating Activities	 (207,478)	 (445,247)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(25,152)	(1,872)
Proceeds on sale of investments	550,000	378,850
Purchase of investments	<u>(522,997)</u>	<u>(199,506)</u>
 Net Cash Provided by Investing Activities	 <u>1,851</u>	 <u>177,472</u>
 Decrease in Cash and Cash Equivalents	 (205,627)	 (267,775)
 Cash and Cash Equivalents - Beginning of the Year	 <u>498,918</u>	 <u>766,693</u>
 Cash and Cash Equivalents - End of the Year	 <u>\$ 293,291</u>	 <u>\$ 498,918</u>

See accompanying notes.

Period Ended December 31
2010 2009

**RECONCILIATION OF CHANGE IN NET ASSETS TO NET CASH
 PROVIDED BY OPERATING ACTIVITIES:**

Change in Net Assets	\$ (100,055)	\$ (105,297)
Adjustments to Reconcile Change in Net Assets to Net Cash		
Provided by Operating Activities:		
Depreciation	16,704	15,014
Interest and dividends reinvested	(68,917)	(71,484)
Unrealized (gain) loss on investments	(108,954)	(640,662)
(Gain) Loss on sale of investments	(100)	30,456
Increase (Decrease) in Cash from Changes in:		
Pledges receivable	8,132	444,403
Prepaid expenses	491	37,956
Accounts payable	(61,252)	55,367
Grants payable	100,000	(100,000)
Deferred revenue	<u>6,473</u>	<u>(111,000)</u>
Total Adjustments	<u>(107,423)</u>	<u>(339,950)</u>
Net Cash Used in Operating Activities	<u>\$ (207,478)</u>	<u>\$ (445,247)</u>

See accompanying notes.

NOTES TO FINANCIAL STATEMENTS

Turn 2 Foundation, Inc.

1 Summary of Significant Accounting Policies

Nature of the Organization:

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

Method of Accounting:

In previous years, the Foundation prepared its financial statements using the cash basis of accounting. Since some of the cash basis principles differed from the principles used under accounting principles generally accepted in the United States, the Foundation had not previously recorded pledges receivable, prepaid assets, deferred revenue, and accounts and grants payable. In 2010, the Foundation adopted the basis of accounting principles generally accepted in the United States as its basis for its financial statements. The accompanying 2009 financial statements have been restated to conform with the new basis of accounting. Due to the differences from the cash basis principles, the net effect of the change in net assets at the beginning of 2009 is approximately \$552,873 higher, change in net assets for 2009 is \$26,025 lower, and net assets at the end of 2009 is \$447,576 higher than the amounts previously reported under the cash basis of accounting

Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition:

Contributions and grants are recognized when awarded as unrestricted, temporarily restricted or permanently restricted in accordance with donor specifications. When a restriction expires through accomplishment of purpose or passage of time, the restricted net assets are reclassified to unrestricted and reported in the Statement of Activities as net assets released from restrictions. All revenue amounts earned by the Foundation during 2010 and 2009 were unrestricted.

NOTES TO FINANCIAL STATEMENTS

Turn 2 Foundation, Inc.

1 Summary of Significant Accounting Policies, Continued

Donated Services:

The Foundation received donated services (general assistance, fundraising events, telephone answering, etc) which do not meet the criteria for recognition under FASB ACS 958-605 or cannot be objectively measured. These donations, while not recognized in the financial statements, provide valuable resources to the Foundation.

Classification of Net Assets:

In accordance with U.S. GAAP, contributions are classified as unrestricted, temporarily restricted and permanently restricted based on donor specifications. Assets, liabilities, revenue and gains are presented under these classifications. Designations by the Board, while separately stated, are considered unrestricted.

Grants and contributions received with donor-imposed restrictions are recorded as unrestricted if the restrictions are expected to be met within the same period. This policy is also followed for investment income received with donor-imposed restrictions.

Cash and Cash Equivalents:

For the purposes of the Statement of Cash Flows, the Foundation considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents. Temporarily uninvested cash in investment accounts is considered an investment rather than a cash equivalent.

Marketable Securities:

Marketable securities are recorded at fair market value based on published market prices. The difference between their cost and fair market value is recorded as an unrealized gain or loss in the statement of activities. Specific-identification is used to identify securities sold. For donated marketable securities, cost is market value at the date of donation.

NOTES TO FINANCIAL STATEMENTS

Turn 2 Foundation, Inc.

1 Summary of Significant Accounting Policies, Continued

Fair Value Measurements:

As defined in FASB ASC 820, "Fair Value Measurements", fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. In determining fair value, the Foundation utilizes certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable firm inputs. The Foundation utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Based on the examination of the inputs used in the valuation techniques, the Foundation is required to provide the following information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

- Level 1: Quoted market prices in active markets for identical assets or liabilities
- Level 2 Observable market based inputs or unobservable inputs that are corroborated by market data.
 - Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3: Unobservable inputs that are not corroborated by market data.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

NOTES TO FINANCIAL STATEMENTS

Turn 2 Foundation, Inc.

1 Summary of Significant Accounting Policies, Continued

Property and Equipment:

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

	2010	2009
Leasehold improvements	\$ 5,450	\$ 5,450
Computer equipment	47,638	39,643
Furniture and fixtures	<u>70,940</u>	<u>53,783</u>
	124,028	98,876
Less accumulated depreciation	<u>(73,847)</u>	<u>(57,143)</u>
	<u>\$ 50,181</u>	<u>\$ 41,733</u>

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

Class	Years
Leasehold improvements	5 - 10
Computer equipment	5 - 15
Furniture and fixtures	5 - 10

Depreciation expense was \$16,704 (2010) and \$15,014 (2009)

Income Taxes:

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

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

The Internal Revenue Code requires that minimum distributions be made in accordance with a specified formula. At December 31, 2010 and 2009, the Foundation had made distributions in excess of the required minimum.

NOTES TO FINANCIAL STATEMENTS

Turn 2 Foundation, Inc

1 Summary of Significant Accounting Policies, Continued

Accounting for Uncertainty in Income Taxes:

The provisions of "Accounting for Uncertainty in Income Taxes" prescribe a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. The amount recognized is measured as the amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. The Foundation recognizes interest and penalties accrued, if any, related to unrecognized tax uncertainties in income tax expense.

The Foundation is subject to U.S. federal jurisdiction income tax examinations for the tax years 2006 through 2010. In addition, the Foundation is subject to state and local income tax examinations for the tax years 2005 through 2010.

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

Reclassifications:

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

Subsequent Events:

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

Subsequent events have been evaluated through August 18, 2011, which is the date the financial statements were available to be issued.

NOTES TO FINANCIAL STATEMENTS

Turn 2 Foundation, Inc

2 Marketable Securities

	2010		2009	
	Cost	Market	Cost	Market
Stocks:				
Mid-cap stocks	\$ 92,651	\$ 148,212	\$ 92,651	\$ 118,565
Ishares stocks	103,572	172,826	103,572	141,404
S&P 500 Depository Receipts	252,765	251,500	252,765	222,880
Mutual Funds:				
International funds	167,386	215,704	164,498	192,965
Gateway funds	101,968	107,318	100,354	102,375
Merger funds	71,296	71,878	-	-
Mutual series funds	52,261	40,754	51,033	36,775
Value funds	45,644	41,439	44,884	36,393
Cash reserves funds	2,497	2,497	2,496	2,496
Bonds	<u>1,000,956</u>	<u>1,040,075</u>	<u>1,051,978</u>	<u>1,087,382</u>
Total	<u>\$ 1,890,996</u>	<u>2,092,203</u>	<u>\$ 1,864,231</u>	<u>1,941,235</u>
Less Cost	<u>1,890,996</u>		<u>1,864,231</u>	
Net Unrealized Gains (Losses) on Marketable Securities				
	<u>\$ 201,207</u>		<u>\$ 77,004</u>	

Following is a description of the valuation methodologies used for marketable securities measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy

Stocks:

The fair value of the common stocks and mutual funds are based on quoted market prices.

Mutual Funds:

The fair value of the common stocks and mutual funds are based on quoted market prices.

Bonds:

Bonds are valued based on observable inputs, such as dealer quotes, available trade information, spreads, bids and offers, prepayment speeds, U.S. Treasury curves and interest rate movements. Because of this, bonds in this category are classified as Level 2.

NOTES TO FINANCIAL STATEMENTS

Turn 2 Foundation, Inc.

2 Marketable Securities, Continued

The following table presents the financial instruments carried at fair value as of December 31, 2010 by FASB ASC 820 valuation hierarchy (as described above)

	Quoted Market Prices in Active Markets (Level 1)	Models with significant observable market parameters (Level 2)	Unobservable inputs that are not corroborated by Market data (Level 3)	Total Carrying Value in the Statement of Net Assets Available for Benefits
Stocks:				
Mid-cap stocks	\$ 148,212	\$ -	\$ -	\$ 148,212
Ishares stocks	172,826	-	-	172,826
S&P 500 Depository Receipts	251,500	-	-	251,500
Mutual Funds.				
International funds	215,704	-	-	215,704
Gateway funds	107,318	-	-	107,318
Merger funds	71,878	-	-	71,878
Mutual series funds	40,754	-	-	40,754
Value funds	41,439	-	-	41,439
Cash reserves funds	2,497	-	-	2,497
Bonds	-	1,040,075	-	1,040,075
Total	\$ 1,052,128	\$ 1,040,075	\$ -	\$ 2,092,203

NOTES TO FINANCIAL STATEMENTS

Turn 2 Foundation, Inc

2 Marketable Securities, Continued

The following table presents the financial instruments carried at fair value as of December 31, 2009 by FASB ASC 820 valuation hierarchy (as described above)

	Quoted Market Prices in Active Markets (Level 1)	Models with significant observable market parameters (Level 2)	Unobservable inputs that are not corroborated by Market data (Level 3)	Total Carrying Value in the Statement of Net Assets Available for Benefits
Stocks				
Mid-cap stocks	\$ 118,565	\$ -	\$ -	\$ 118,565
Ishares stocks	141,404	-	-	141,404
S&P 500 Depository Receipts	222,880	-	-	222,880
Mutual Funds:				
International funds	-	-	-	-
Gateway funds	192,965	-	-	192,965
Merger funds	102,375	-	-	102,375
Mutual series funds	-	-	-	-
Value funds	36,775	-	-	36,775
Cash reserves funds	36,393	-	-	36,393
Bonds	2,496	1,087,382	-	1,089,878
Total	\$ 853,853	\$ 1,087,382	\$ -	\$ 1,941,235

3 Leases

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

A related party donor paid for a portion of the rent. This amounted to \$126,491 (2010) and \$137,187 (2009). This was treated as an in-kind contribution.

Net rent expense was \$142,020 (2010) and \$107,751 (2009).

NOTES TO FINANCIAL STATEMENTS

Turn 2 Foundation, Inc.

4 Pledges and Other Receivables

All contributions are considered available for unrestricted use, unless specifically restricted by the donor. Pledges are recorded in the statement of financial position when the Foundation is notified of the pledge and allowances are provided for amounts estimated as uncollectible.

The value of uncollectible pledges at December 31, 2010, is discounted to net present value using an interest rate of 6%. An allowance for uncollectible pledges is then applied to the aggregate of pledges receivable.

	<u>2010</u>	<u>2009</u>
Uncollected Pledges are due as follows:		
Promises to give due within 1 year	\$ 525,000	\$ 720,000
Promises to give due in 1 to 5 years	<u>500,000</u>	<u>275,000</u>
	<u>1,025,000</u>	<u>995,000</u>
Less:		
Net present value discount	(113,821)	(80,939)
Allowance for uncollectible pledges	<u>(5,250)</u>	<u>-</u>
Total	<u><u>\$ 905,929</u></u>	<u><u>\$ 914,061</u></u>

5 Litigation

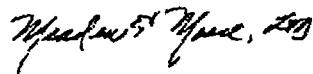
In the ordinary course of business, the Foundation is involved in litigation and other potential legal claims. The Foundation carries insurance for these types of matters and in management's opinion the resolution of these matters will not have a material adverse effect on the financial condition or results of operations of the Foundation.

Meaden&Moore

INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTAL INFORMATION

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

We have audited the financial statements of TURN 2 FOUNDATION, INC. as of and for the years ended December 31, 2010 and 2009, and our report thereon dated August 18, 2011 which expressed an unqualified opinion on those financial statements, appears on page 1. Our audits were conducted for the purpose of forming an opinion on the financial statements taken as a whole. The financial information on pages 17 - 20 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.



MEADEN & MOORE, LTD.
Certified Public Accountants

August 18, 2011
Cleveland, Ohio



Meaden & Moore, Ltd.
(A Meaden & Moore Company)

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

SCHEDULE OF SPECIAL EVENTS AND CHARITABLE ACTIVITIES

Turn 2 Foundation, Inc

For the Year Ended December 31, 2010

	<u>Special Events</u>				
	2010 New York Events	2010 New York Auction	2010 Tampa Golf Outing	2010 Tampa Auction	Total Special Events
Receipts					
Gross receipts	\$ 1,004,746	\$ 248,300	\$ 449,720	\$ 161,725	\$ 1,864,491
Less contribution portion	<u>474,196</u>	<u>60,504</u>	<u>304,102</u>	<u>141,560</u>	<u>980,362</u>
Proceeds from Events	530,550	187,796	145,618	20,165	884,129
Direct Expenses:					
Credit card fees	12,936	3,197	3,442	1,181	20,756
Facility expense	86,865	21,467	54,717	18,356	181,405
Event/Program coordinator	40,000	-	18,615	6,385	65,000
Event Planning Travel Expenses	-	-	1,444	-	1,444
Give aways - T-shirts, Photos, Books	-	-	-	-	-
Prizes/Give aways	8,826	2,181	21,620	-	32,627
Printing & copying	-	-	-	-	-
Coaches/Consultants/Speaker Fees	-	-	-	-	-
Entertainment/Production	102,166	23,222	69,403	23,805	218,596
Photography	783	-	5,252	1,802	7,837
Airfare/Celebrity Guest Travel	135	-	11,017	-	11,152
Lodging	-	-	6,521	-	6,521
Airfare	50	-	3,584	-	3,634
Ground transportation/Buses	1,934	-	9,960	-	11,894
Parking	155	-	-	-	155
Miscellaneous	2,368	-	20,936	-	23,304
Telephone	-	-	-	-	-
Postage & shipping	1,659	-	-	-	1,659
Advertising/media/signage	3,548	-	3,795	1,302	8,645
Ticket expense/Programs/Invitations	14,158	3,499	9,132	3,132	29,921
Uniforms, Caps, Jerseys, Pants	-	-	-	-	-
Game Tickets	-	-	-	-	-
Security	5,593	1,382	9,563	3,280	19,818
Meals	163	-	180	62	405
Conferences/Training/Camp Fees	-	-	-	-	-
Supplies	-	-	-	-	-
Flowers/Planters/Tee Markers	3,750	-	2,210	758	6,718
Supplies and copies	115	28	200	69	412
Other Expenses	1,991	-	1,992	-	3,983
Auction Displays/Bid Sheets	-	79	-	-	79
Program Equipment & Storage	-	-	-	-	-
Party/Entertainment Expenses	-	-	-	-	-
Stipends	-	-	-	-	-
Internships	-	-	-	-	-
Total Expenses	287,195	55,055	253,583	60,132	655,965
Net Income (Expense)	\$ 243,355	\$ 132,741	\$ (107,965)	\$ (39,967)	\$ 228,164

Charitable Activities

<u>Other Charitable Programs</u>	<u>Total Charitable Activities</u>
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\$ -	\$ 2,500
	<u>2,500</u>

-	4,750
-	15,000

1,785	43,252
-	-

-	7,371
-	22,724
-	-

-	3,725
-	770

4,141	60,810
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259	3,309
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7,791	64,597
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72	222
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74	6,874
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100	3,328
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203	3,926
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-	861
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-	-
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-	8,744
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-	1,232
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-	8,435
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1,681	65,600
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2,840	33,359
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326	9,709
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-	-
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-	305
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-	-
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-	7,927
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347	29,460
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-	45,000
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-	21,791
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<u>19,619</u>	<u>473,081</u>
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<u>\$ (19,619)</u>	<u>\$ (473,081)</u>
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SCHEDULE OF SPECIAL EVENTS AND CHARITABLE ACTIVITIES

Turn 2 Foundation, Inc

For the Year Ended December 31, 2009

	<u>Special Events</u>				
	2009 New York Events	2009 New York Auction	2009 Tampa Golf Outing	2009 Tampa Auction	Total Special Events
Receipts					
Gross receipts	\$ 708,031	\$ 131,300	\$ 447,000	\$ 183,900	\$ 1,470,231
Less contribution portion	<u>320,331</u>	<u>29,265</u>	<u>371,992</u>	<u>158,265</u>	<u>879,853</u>
Proceeds from Events	387,700	102,035	75,008	25,635	590,378
Direct Expenses					
Credit card fees	6,504	1,250	2,148	1,971	11,873
Facility expense	147,863	23,753	72,254	26,735	270,605
Event/Program coordinator	-	-	25,182	9,318	34,500
Event Planning Travel Expenses	-	-	1,096	-	1,096
Give aways - T-shirts, Photos, Books	-	-	-	-	-
Prizes/Give aways	4,766	916	17,879	-	23,561
Printing & copying	-	-	-	-	-
Coaches/Consultants/Speaker Fees	-	-	-	-	-
Entertainment/Production	70,687	6,053	46,011	17,025	139,776
Photography	760	-	4,942	1,828	7,530
Airfare/Celebrity Guest Travel	-	-	22,028	-	22,028
Lodging	1,445	-	41,252	-	42,697
Airfare	-	-	7,837	-	7,837
Ground transportation/Buses	2,012	-	11,631	-	13,643
Parking	295	-	50	-	345
Miscellaneous	3,000	-	2,972	-	5,972
Telephone	-	-	-	-	-
Postage & shipping	180	160	1,622	600	2,562
Advertising/media/signage	3,099	-	2,466	912	6,477
Ticket expense/Programs/Invitations	14,378	2,764	5,466	2,023	24,631
Uniforms, Caps, Jerseys, Pants	-	-	-	-	-
Game Tickets	-	-	-	-	-
Security	5,601	1,077	7,225	2,673	16,576
Meals	25	-	560	207	792
Conferences/Training	-	-	-	-	-
Supplies	-	-	-	-	-
Flowers	3,750	-	1,942	718	6,410
Supplies and copies	1,948	365	1,113	450	3,876
Other Expenses	-	-	-	-	-
Auction Displays/Bid Sheets	-	1,124	-	-	1,124
Program Equipment & Storage	-	-	-	-	-
Party/Entertainment Expenses	-	-	-	-	-
Stipends	-	-	-	-	-
Internships	-	-	-	-	-
Total Expenses	<u>266,313</u>	<u>37,462</u>	<u>275,676</u>	<u>64,460</u>	<u>643,911</u>
Net Income (Expense)	<u>\$ 121,387</u>	<u>\$ 64,573</u>	<u>\$ (200,668)</u>	<u>\$ (38,825)</u>	<u>\$ (53,533)</u>

Charitable Activities

<u>Other Charitable Programs</u>	<u>Total Charitable Activities</u>
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\$ -	\$ 2,500
	<u>2,500</u>

-	-
-	4,215
-	30,139
-	-
1,822	21,646
-	-
-	1,030
-	16,877
-	-
-	6,339
1,286	19,987
1,144	58,496
-	-
7,708	93,547
-	1,787
-	4,228
12	3,448
-	120
-	6,787
-	-
-	3,991
-	3,511
-	2,350
1,392	54,178
225	14,561
931	9,795
-	-
-	-
-	290
-	-
-	10,125
-	23,917
-	46,750
-	<u>4,213</u>

<u>14,520</u>	<u>442,327</u>
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<u>\$ (14,520)</u>	<u>\$ (442,327)</u>
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FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS	EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS	
DEREK S. JETER 550 N. REO STREET; SUITE 300 TAMPA, FL 33609-1065	CHAIRMAN 2.00	0.	0.	0.
SPANDERSON CHARLES JETER 215 PARK AVENUE SOUTH SUITE 1905 NEW YORK, NY 10003	VICE CHAIRMAN 10.00	0.	0.	0.
DOROTHY JETER 215 PARK AVENUE SOUTH SUITE 1905 NEW YORK, NY 10003	TREASURER 10.00	0.	0.	0.
SHARLEE JETER 215 PARK AVENUE SOUTH SUITE 1905 NEW YORK, NY 10003	PRESIDENT / SECRETARY 20.00	0.	0.	0.
TODD SMITH 257 CLINTON STREET #3 BROOKLYN, NY 11201	VICE PRESIDENT / DIRECTOR 40.00	101,517.	5,832.	0.
GRAND TOTALS		<u>101,517.</u>	<u>5,832.</u>	<u>0.</u>

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

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>	<u>ATTACHMENT 18</u>
LESLEY GAUDIO 137 SULLIVAN ST #8 NEW YORK, NY 10012	DEVELOPMENT DIRECTOR 40.00	55,167.	5,820.	0.
KERRY M. MORAN 209 FLORAN BLVD FLORAL PARK, NY 11001	OFFICE MANAGER 40.00	67,794.	5,820.	0.
		<u>122,961.</u>	<u>11,640.</u>	<u>0.</u>
		<u>TOTAL COMPENSATION</u>		