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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

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

OMB No 1545-0052

**2010**

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

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

Name of foundation <b>Messing Family Charitable Foundation</b>		<b>A Employer identification number</b> 43-6034863
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B Telephone number</b> (see page 10 of the instructions)
c/o Foundation Source, 501 Silverside Road	123	(800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809-1377		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 4,470,519		<b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual (Part I, column (d) must be on cash basis)		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	71,025			
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b> Interest on savings and temporary cash investments	3	3		
<b>4</b> Dividends and interest from securities	171,718	171,718		
<b>5 a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6 a</b> Net gain or (loss) from sale of assets not on line 10	-39,207			
<b>b</b> Gross sales price for all assets on line 6a	398,774			
<b>7</b> Capital gain net income (from Part IV, line 2)		0		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10 a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit or (loss) (attach schedule)				
<b>11</b> Other income (attach schedule)	3,972	2,347		
<b>12 Total.</b> Add lines 1 through 11	207,511	174,068		
<b>13</b> Compensation of officers, directors, trustees, etc				
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16 a</b> Legal fees (attach schedule)	150			150
<b>b</b> Accounting fees (attach schedule)				
<b>c</b> Other professional fees (attach schedule)	12,792	12,792		
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule) (see page 14 of the instructions)	5,466	1,011		
<b>19</b> Depreciation (attach schedule) and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule)	19,825	140		19,685
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	38,233	13,943		19,835
<b>25</b> Contributions, gifts, grants paid	202,000			202,000
<b>26 Total expenses and disbursements</b> Add lines 24 and 25	240,233	13,943		221,835
<b>27 Subtract line 26 from line 12</b>				
<b>a</b> Excess of revenue over expenses and disbursements	-32,722			
<b>b</b> Net investment income (if negative, enter -0-)		160,125		
<b>c</b> Adjusted net income (if negative, enter -0-)				

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

(HTA)

Form **990-PF** (2010)

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	65,810	123,991	123,991
	3 Accounts receivable <span>▶</span> .....			
	Less allowance for doubtful accounts <span>▶</span> .....			
	4 Pledges receivable <span>▶</span> .....			
	Less allowance for doubtful accounts <span>▶</span> .....			
	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) <span>▶</span> .....			
	Less allowance for doubtful accounts <span>▶</span> .....			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	2,498,602	2,557,780	3,654,688
	c Investments—corporate bonds (attach schedule)	501,798	351,717	361,618
Liabilities	11 Investments—land, buildings, and equipment basis <span>▶</span> .....			
	Less accumulated depreciation (attach schedule) <span>▶</span> .....			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	0	330,222
	14 Land, buildings, and equipment basis <span>▶</span> .....			
	Less accumulated depreciation (attach schedule) <span>▶</span> .....			
	15 Other assets (describe <span>▶</span> .....			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,066,210	3,033,488	4,470,519
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe <span>▶</span> .....			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <span>▶</span> <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <span>▶</span> <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	3,066,210	3,033,488	
	30 Total net assets or fund balances (see page 17 of the instructions)	3,066,210	3,033,488	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,066,210	3,033,488	

## 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	3,066,210
2 Enter amount from Part I, line 27a	2	-32,722
3 Other increases not included in line 2 (itemize) <span>▶</span> .....	3	
4 Add lines 1, 2, and 3	4	3,033,488
5 Decreases not included in line 2 (itemize) <span>▶</span> .....	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,033,488

**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.)
<b>1a Publicly-traded Securities</b>				
<b>b Passthrough K1 Capital Gain</b>				
<b>c Partnership distributions in excess of basis</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> 379,697		438,117	-58,420	
<b>b</b>			136	
<b>c</b> 19,077			19,077	
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
<b>a</b>			-58,420	
<b>b</b>			136	
<b>c</b>			19,077	
<b>d</b>				
<b>e</b>				
<b>2 Capital gain net income or (net capital loss)</b> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			<b>2</b>	-39,207
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b> 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			<b>3</b>	

**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.

(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	205,419	3,749,173	0.054790
2008	3,098,526	5,196,543	0.596267
2007	287,050	6,178,398	0.046460
2006	269,300	5,402,627	0.049846
2005	259,200	5,086,747	0.050956
<b>2 Total of line 1, column (d)</b>			
<b>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</b>			
<b>4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5</b>			
<b>5 Multiply line 4 by line 3</b>			
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			
<b>7 Add lines 5 and 6</b>			
<b>8 Enter qualifying distributions from Part XII, line 4</b> 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.			

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

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	3,203	
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0	
<b>3</b> Add lines 1 and 2	<b>3</b>	3,203	
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	3,203	
<b>6</b> Credits/Payments			
<b>a</b> 2010 estimated tax payments and 2009 overpayment credited to 2010	<b>6a</b>	9,000	
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	866	
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	9,866	
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	0	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	0	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	6,663	
<b>11</b> Enter the amount of line 10 to be Credited to 2011 estimated tax <b>Refunded</b>	<b>11</b>	3,363	

**Part VII-A Statements Regarding Activities**

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

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	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)	<b>11</b>		X
<b>12</b>	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		X
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<b>13</b>	X	
Website address <b>▶</b> _____				
<b>14</b>	The books are in care of <b>▶</b> c/o Foundation Source Telephone no <b>▶</b> (800) 839-1754			
	Located at <b>▶</b> 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 <b>▶</b> 19809-1377			
<b>15</b>	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 <b>▶</b> <b>15</b>			
<b>16</b>	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?	<b>16</b>	Yes	No
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <b>▶</b>			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
<b>1a</b>	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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 <b>▶</b> <input type="checkbox"/>	<b>1b</b>	N/A
<b>c</b>	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?	<b>1c</b>	X
<b>2</b>	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))		
<b>a</b>	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years <b>▶</b> 20____, 20____, 20____, 20____		
<b>b</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)	<b>2b</b>	N/A
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>▶</b> 20____, 20____, 20____, 20____		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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)	<b>3b</b>	N/A
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<b>b</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?	<b>4b</b>	X

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

<b>5a</b> 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>b</b> If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>	<b>5b</b>	N/A
<b>c</b> 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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)		<input type="checkbox"/> Yes <input type="checkbox"/> No		
<b>6a</b> 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		
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			<b>6b</b>	X
<b>7a</b> 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		
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			<b>7b</b>	N/A

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

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

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

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

**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		
<b>Total</b> number of others receiving over \$50,000 for professional services		

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	
<b>Total.</b> 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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	4,138,748
<b>b</b>	Average of monthly cash balances	<b>1b</b>	100,180
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	4,238,928
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	4,238,928
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	63,584
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,175,344
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	208,767

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	208,767
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	3,203
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI.)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,203
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	205,564
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0
<b>5</b>	Add lines 3 and 4	<b>5</b>	205,564
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	205,564

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	221,835
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	221,835
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	221,835

**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
<b>1</b> Distributable amount for 2010 from Part XI, line 7				205,564
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005	11,638			
<b>b</b> From 2006	6,641			
<b>c</b> From 2007	0			
<b>d</b> From 2008	2,859,468			
<b>e</b> From 2009	22,867			
<b>f</b> Total of lines 3a through e	2,900,614			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ► \$ 221,835				
<b>a</b> Applied to 2009, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
<b>d</b> Applied to 2010 distributable amount				205,564
<b>e</b> Remaining amount distributed out of corpus	16,271			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,916,885			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	11,638			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	2,905,247			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006	6,641			
<b>b</b> Excess from 2007	0			
<b>c</b> Excess from 2008	2,859,468			
<b>d</b> Excess from 2009	22,867			
<b>e</b> Excess from 2010	16,271			

<b>Part XIV</b>	<b>Private Operating Foundations</b> (see page 27 of the instructions and Part VII-A, question 9)	<b>N/A</b>
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- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

**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).)

NONE

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

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

- c Any submission deadlines**

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> ALLIANCE MEDICAL CENTER 1381 UNIVERSITY ST HEALDSBURG CA 95448 AUDUBON CANYON RANCH INC 4900 HWY 1 STINSON BEACH CA 94970 AWARENESS SOCIETY A NJ NONPROFIT CORP PO BOX 219 PMB 137 DUVALL WA 98019 BOYS AND GIRLS CLUB OF CTRL SONOMA CO 5435 SNYDER LN ROHNERT PARK CA 94928 BROOKLYN HEIGHTS MONTESSORI SCHOOL 185 COURT ST BROOKLYN NY 11201 DAIRY CENTER FOR THE ARTS 2590 WALNUT BOULDER CO 80302 DENVER CTR FOR THE PERFORMING ARTS 1101 13TH ST DENVER CO 80204 EPILEPSY FOUNDATION OF GREATER LA 5777 W CENTURY BLVD STE 820 LOS ANGELES CA 90045 FACE TO FACE SONOMA CO AIDS NETWORK 873 2ND ST SANTA ROSA CA 95404 FAMILY BUILDERS BY ADOPTION 401 GRAND AVE STE 400 OAKLAND CA 94610 FAMILY SERVICE AGENCY OF SONOMA CO INC 751 LOMBARDI CT STE C SANTA ROSA CA 95407	N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A	509(a)(1) 509(a)(1) 509(a)(1) 509(a)(1) 509(a)(1) 509(a)(1) 509(a)(1) 509(a)(1) 509(a)(1) 509(a)(1) 509(a)(1) 509(a)(1) 509(a)(1) 509(a)(1) 509(a)(1) 509(a)(2)	General & Unrestricted General & Unrestricted General & Unrestricted Healdsburg Boys and Girls Club General & Unrestricted New Curtains for the Theatre Space Charitable Event General & Unrestricted General & Unrestricted General & Unrestricted General & Unrestricted General & Unrestricted General & Unrestricted General & Unrestricted	7,000 1,000 1,000 4,000 5,000 5,000 12,500 1,000 1,000 500 10,000
<b>Total</b> See Attached Statement			▶ <b>3a</b>	202,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b>			▶ <b>3b</b>	0





**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No 1545-0047

**2010**

Name of the organization

Employer identification number

Messing Family Charitable Foundation

43-6034863

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).

<b>Name of organization</b> Messing Family Charitable Foundation	<b>Employer identification number</b> 43-6034863
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**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Bart Partners, LP c/o Tara Hume, 8858 Baseline Road Lafayette CO 80026 Foreign State or Province Foreign Country	\$ 30,636	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	Hume, Tara Hefty 1259 Hawk Ridge Road Lafayette CO 80026 Foreign State or Province Foreign Country	\$ 10,141	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	Messing Walsh, Jeanne Elise 30 2nd Street Brooklyn NY 11231 Foreign State or Province Foreign Country	\$ 10,416	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	Messing, Ali 169 Nevada Street San Francisco CA 94110 Foreign State or Province Foreign Country	\$ 10,072	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	Messing, Jake 222 Varet Street #2A Brooklyn NY 11206 Foreign State or Province Foreign Country	\$ 9,760	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	   Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Name of organization Messing Family Charitable Foundation	Employer identification number 43-6034863
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**Part II** Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	UNION PACIFIC UNP, 335 sh	\$ 30,636	11/8/2010
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	INTERNATIONAL BUSINESS MACHINES IBM, 71 sh	\$ 10,141	10/19/2010
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	PFIZER INC PFE, 592 sh	\$ 10,416	12/24/2010
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	LABORATORY CORP AMER HLDGS LH, 65 sh	\$ 5,075	10/21/2010
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	LABORATORY CORP AMER HLDGS LH, 64 sh	\$ 4,997	10/21/2010
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
5	LABORATORY CORP AMER HLDGS LH, 125 sh	\$ 9,760	10/21/2010

Name of organization Messing Family Charitable Foundation	Employer identification number 43-6034863
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**Part III** **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry  
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions ) ► \$ 0

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

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

TOTAL:		3,972	2,347
		(a) Revenue per Books	(b) Net Investment Income
1	Federal Tax Refund	1,625	0
2	Foreign Tax Refund	1,257	1,257
3	KINDER MORGAN ENERGY PARTNERS LP K-1 Pass-Through Share of Partnership Income	1,090	1,090
4			
5			
6			
7			
8			
9			
10			

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

TOTAL:		150	0	0	150
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Review of annual return and tax consultations	150	0		150
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

TOTAL:		12,792	12,792	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Investment Management Services	12,792	12,792		0
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

<b>TOTAL:</b>					5,466	1,011	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
<b>1</b>	Estimated Tax for 2010	4,000	0		0			
<b>2</b>	Foreign Tax Paid	1,011	1,011		0			
<b>3</b>	IRS Excise Tax Payment with 2009 1st ext 990-PF	455	0		0			
<b>4</b>								
<b>5</b>								
<b>6</b>								
<b>7</b>								
<b>8</b>								
<b>9</b>								
<b>10</b>								

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

TOTAL:		19,825	140	0	19,685
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Administrative Fees	19,675	0	0	19,675
2	Bank Charges	140	140		0
3	State or local filing fees	10	0		10
4					
5					
6					
7					
8					
9					
10					

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

		TOTAL:		2,557,780		3,654,688
	Description/Symbol/CUSIP Number	Shares	Book Value	(b)	Fair Market Value	(c)
1	AT&T CORP COM NEW (T)	5,800	25,210		170,404	
2	BANK OF AMERICA CORP (BAC)	2,000	100,450		26,680	
3	CHEVRONTEXACO CORP (CVX)	2,300	92,844		209,875	
4	COMMONWEALTH REIT (CWH)	3,250	88,992		82,908	
5	CONOCOPHILLIPS (COP)	2,550	174,843		173,655	
6	EMERSON ELECTRIC CO (EMR)	4,000	113,819		228,680	
7	EXXON MOBIL CORP (XOM)	3,516	72,752		257,090	
8	FEDERATED HIGH YIELD TRUST (FHYTX)	18,791	95,360		111,243	
9	FRONTIER COMMUNICATIONS CORP (FTR)	585	4,569		5,692	
10	HERSHEY FOODS CORP COMMON (HSY)	2,000	108,310		94,300	
11	INTERNATIONAL BUSINESS MACHINES (IBM)	416	34,369		61,052	
12	JP MORGAN CHASE & CO (JPM)	4,040	134,543		171,377	
13	KIMBERLY CLARK CORP (KMB)	1,500	75,797		94,560	
14	LABORATORY CORP AMER HLDGS (LH)	1,023	70,591		89,942	
15	PEPSICO INC (PEP)	3,400	91,899		222,122	
16	PFIZER INC (PFE)	11,486	261,209		201,120	
17	PIEDMONT NAT GAS CO (PNY)	6,000	69,158		167,760	
18	PIMCO FDS HIGH YIELD MUNICIPAL BOND FUND INSTL CL (PHMIX)	3,593	27,033		28,348	
19	PIMCO FDS MUNICIPAL BOND FD INSTITUTIONAL CL (PFMIX)	4,375	37,175		38,283	
20	PIMCO TOTAL RETURN FUND (PTTRX)	36,283	379,686		393,676	
21	PLUM CREEK TIMBER REIT (PCL)	4,500	54,169		168,525	
22	POWERSHARES DYNAMIC PHARMACEUTICALS PORTFOLIO (PJP)	4,400	98,629		104,016	
23	ROYAL DUTCH SHELL PLC (RDS-A)	2,000	40,335		133,560	
24	SOUTHERN CO (SO)	4,000	67,841		152,920	
25	UNION PACIFIC (UNP)	335	30,636		31,041	
26	VANGUARD SHORT TERM INVESTMENT GRADE FUND (VFSTX)	13,793	138,354		148,556	
27	VERIZON COMMUNICATIONS (VZ)	2,440	69,207		87,303	



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

		<b>TOTAL:</b>		351,717	361,618
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value	(c)
1	AMERICAN EXPRESS BK MTN NT - 5 550% - 10/17/2012 (02580ECG6)	15,000	14,502	16,048	
2	AMERICAN EXPRESS NOTE - 5 550% - 10/17/2012 (02581FYH6)	35,000	34,340	37,426	
3	CITIGROUP INC BONDS - 5 500% - 08/27/2012 (172967EJ6)	50,000	50,467	53,007	
4	CREDIT SUISSE - 5 50% - 8/16/2011 (225434CH0)	50,000	51,152	51,396	
5	GOLDMAN SACHS SR NT - 6 600% - 01/15/2012 (38141GBU7)	50,000	51,540	52,844	
6	JP MORGAN CHASE & CO - 5 600% - 06/01/2011 (46625HGG9)	50,000	49,819	50,888	
7	MORGAN STANLEY D W DISC SRMTNS 5 00% 08/31/2025 (61745E5Q0)	50,000	49,950	49,709	
8	VERIZON COMM INC - 5 350% - 02/15/2011 (92343VAB0)	50,000	49,947	50,300	
9					
10					

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

TOTAL:			0	330,222
	Asset Description	(b) Book Value	(c) Fair Market Value	
1	KINDER MORGAN ENERGY PARTNERS LP	0	330,222	
2				
3				
4				
5				
6				
7				
8				
9				
10				

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

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Account
1	Noel Messing Hefty	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director / Treasurer	1	0	0	0
2	Terrance Hefty	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Vice President / Director	1	0	0	0
3	Roswell Messing III	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	President / Director	1	0	0	0
4	Arlene Naschke	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director / Secretary	1	0	0	0
5										
6										
7										
8										
9										
10										

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

Recipient(s) paid during the year

**Name**

FRIENDS OF PERRY MANSFIELD

**Street**

40755 RCR 36

**City**

STEAMBOAT SPRINGS

**State**

CO

**Zip Code**

80487

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

FRIENDS OF PERRY MANSFIELD

**Street**

40755 RCR 36

**City**

STEAMBOAT SPRINGS

**State**

CO

**Zip Code**

80487

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

New Works Festival

**Amount**

5,000

**Name**

FRIENDS OF PERRY MANSFIELD

**Street**

40755 RCR 36

**City**

STEAMBOAT SPRINGS

**State**

CO

**Zip Code**

80487

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

David Bury Consulting

**Amount**

7,000

**Name**

FRIENDS OF PERRY MANSFIELD

**Street**

40755 RCR 36

**City**

STEAMBOAT SPRINGS

**State**

CO

**Zip Code**

80487

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

DB&amp;A Consulting

**Amount**

7,000

**Name**

FRIENDS OF PERRY MANSFIELD

**Street**

40755 RCR 36

**City**

STEAMBOAT SPRINGS

**State**

CO

**Zip Code**

80487

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

Dance &amp; Theatre Scholarship

**Amount**

35,000

**Name**

FRIENDS OF PERRY MANSFIELD

**Street**

40755 RCR 36

**City**

STEAMBOAT SPRINGS

**State**

CO

**Zip Code**

80487

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

David Bury &amp; Associates Consultation

**Amount**

7,000

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

Recipient(s) paid during the year

**Name**

GEYSERVILLE VOLUNTEER FIREFIGHTERS ASSOCIATION INC

**Street**

PO BOX 1042

**City**

GEYSERVILLE

**State**

CA

**Zip Code**

95441

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,000

**Name**

HEALDSBURG EDUCATIONAL LEGACY PARTNERSHIP FOUNDATION

**Street**

PO BOX 1668

**City**

HEALDSBURG

**State**

CA

**Zip Code**

95448

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

7,000

**Name**

HEALDSBURG SHARED MINISTRIES

**Street**

209 MATHESON ST

**City**

HEALDSBURG

**State**

CA

**Zip Code**

95448

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,000

**Name**

HOMEBOY INDUSTRIES

**Street**

130 BRUNO ST

**City**

LOS ANGELES

**State**

CA

**Zip Code**

90012

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

500

**Name**

JEFFERSON STREET PRESCHOOL

**Street**

733 JEFFERSON AVE

**City**

LOUISVILLE

**State**

CO

**Zip Code**

80027

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

400

**Name**

KUVU DENVER EDUCATIONAL BROADCASTING

**Street**

2900 WELTON ST FL 200

**City**

DENVER

**State**

CO

**Zip Code**

80205

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

100

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

Recipient(s) paid during the year

**Name**

MARY INSTITUTE AND SAINT LOUIS COUNTRY DAY SCHOOL

**Street**

101 N WARSON RD

**City**

ST LOUIS

**State**

MO

**Zip Code**

63124

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

NANCYS LIST

**Street**

240 ALMONTE BLVD

**City**

MILL VALLEY

**State**

CA

**Zip Code**

94941

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

OLD FIRST CENTER FOR THE ARTS

**Street**

1751 SACRAMENTO ST

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94109

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

1,000

**Name**

STORIES ON STAGE

**Street**

2590 WALNUT ST

**City**

BOULDER

**State**

CO

**Zip Code**

80302

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Charitable Event

**Amount**

5,000

**Name**

SYNERGY SCHOOL

**Street**

1387 VALENCIA ST

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94110

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

41,000

**Name**

THE NATURE CONSERVANCY - COLORADO CHAPTER

**Street**

2424 SPRUCE ST

**City**

BOULDER

**State**

CO

**Zip Code**

80302

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Yampa Valley River Project

**Amount**

9,000

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

Recipient(s) paid during the year

**Name**

UNIVERSITY OF WISCONSIN FOUNDATION

**Street**

1848 UNIVERSITY AVE

**City**

MADISON

**State**

WI

**Zip Code**

53708

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Dance Department, School of Education Scholarship

**Amount**

5,000

**Name**

WESLEYAN UNIVERSITY

**Street**

DEVELOPMENT OFC, WESLEYAN STATION

**City**

MIDDLETOWN

**State**

CT

**Zip Code**

06459

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

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

0

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

0

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

0

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

0