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 9/1/2010 **, and ending** 8/31/2011

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

Name of foundation: THE MACKENZIE FOUNDATION

A Employer identification number: 35-1955434

Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A 1919 Douglas St 2nd FL MAC N8000-027

Room/suite:

B Telephone number (see page 10 of the instructions): (888) 730-4933

City or town, state, and ZIP code: Omaha NE 68102-1317

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 ▶ ☐

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 of year *(from Part II, col (c), line 16)* ▶ $ 406,046

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) ________
(Part I, column (d) must be on cash basis)

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))*

		Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	0	0		
	4	Dividends and interest from securities	11,114	11,114		
	5 a	Gross rents		0		
	b	Net rental income or (loss) 0				
	6 a	Net gain or (loss) from sale of assets not on line 10	24,150			
	b	Gross sales price for all assets on line 6a 246,978				
	7	Capital gain net income (from Part IV, line 2)		24,150		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10 a	Gross sales less returns and allowances 0				
	b	Less Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0			
	11	Other income (attach schedule)	0	0	0	
	12	**Total.** Add lines 1 through 11	35,264	35,264	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	5,557	4,168		1,389
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)	0	0	0	0
	b	Accounting fees (attach schedule)	1,265	0	0	1,265
	c	Other professional fees (attach schedule)	0	0	0	0
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	294	131	0	0
	19	Depreciation (attach schedule) and depletion	0	0	0	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	91	91	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	7,207	4,390	0	2,654
	25	Contributions, gifts, grants paid	16,740			16,740
	26	**Total expenses and disbursements** Add lines 24 and 25	23,947	4,390	0	19,394
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	11,317			
	b	**Net investment income** (if negative, enter -0-)		30,874		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see page 30 of the instructions. Form **990-PF** (2010)

(HTA)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		0	
	2	Savings and temporary cash investments	21,341	13,845	13,845
	3	Accounts receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	8	Inventories for sale or use		0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	0	0
	c	Investments—corporate bonds (attach schedule)	0	0	0
	11	Investments—land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	345,995	365,690	392,201
	14	Land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶)	0	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	367,336	379,535	406,046
Liabilities	17	Accounts payable and accrued expenses		0	
	18	Grants payable			
	19	Deferred revenue		0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	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.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	367,336	379,535	
	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)	367,336	379,535	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	367,336	379,535	

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	367,336
2	Enter amount from Part I, line 27a	2	11,317
3	Other increases not included in line 2 (itemize) ▶	3	1,061
4	Add lines 1, 2, and 3	4	379,714
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	179
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	379,535

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 Attached Statement			
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	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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	24,150
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	0

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	17,821	388,005	0 045930
2008	21,683	352,243	0 061557
2007	23,965	445,667	0 053773
2006	22,888	483,693	0 047319
2005	21,780	444,797	0 048966

2 **Total** of line 1, column (d)	2	0 257545
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 051509
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	416,520
5 Multiply line 4 by line 3	5	21,455
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	309
7 Add lines 5 and 6	7	21,764
8 Enter qualifying distributions from Part XII, line 4	8	19,394

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	617
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	617
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	617
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 118		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	118
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	499
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	0
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 0 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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)?	1b		X
	*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*			
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? *If "Yes," attach a detailed description of the activities*	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? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	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	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	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? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ IN			
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*	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933

Located at ▶ 1919 Douglas St 2nd FL MAC N8000-027 Omaha NE ZIP+4 ▶ 68102-1317

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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 ▶ 20_____ , 20_____ , 20_____ , 20_____	☐ Yes ☒ 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 ▶ 20_____ , 20_____ , 20_____ , 20_____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
Wells Fargo Bank, N A 1919 Douglas St 2nd FL MAC N8000-027 OMA	Trustee 4 00	5,557	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	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
NONE				
Total number of other employees paid over $50,000 ▶				0

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

3 Five highest-paid independent contractors for professional services (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		0
		0
		0
		0
		0
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	0
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	405,674
b	Average of monthly cash balances		1b	17,189
c	Fair market value of all other assets (see page 25 of the instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	422,863
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	422,863
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)		4	6,343
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	416,520
6	**Minimum investment return.** Enter 5% of line 5		6	20,826

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	20,826
2a	Tax on investment income for 2010 from Part VI, line 5	2a	617		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	617
3	Distributable amount before adjustments Subtract line 2c from line 1			3	20,209
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	20,209
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	20,209

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	19,394
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	19,394
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	19,394

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				20,209
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			16,740	
b	Total for prior years 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2010				
a	From 2005 NONE				
b	From 2006 NONE				
c	From 2007 NONE				
d	From 2008 NONE				
e	From 2009 NONE				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 19,394				
a	Applied to 2009, but not more than line 2a			16,740	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d	Applied to 2010 distributable amount				2,654
e	Remaining amount distributed out of corpus	0			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a))*	0			0
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				17,555
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2006 0				
b	Excess from 2007 0				
c	Excess from 2008 0				
d	Excess from 2009 0				
e	Excess from 2010 0				

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

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)

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

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 ▶ [X] 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
a *Paid during the year* See Attached Statement				
Total			► **3a**	16,740
b *Approved for future payment* NONE				
Total			► **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
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			14	11,114	
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			18	24,150	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		35,264	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 35,264

(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)
	Not Applicable

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0	Not Applicable	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

John M Sulentic | 12/16/2011 | VP AND TAX DIRECTOR

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Donald J Roman		12/16/2011		P00364310
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name FUND PIONEER FOUNDATION				
Street 619 FRANKLIN STREET				
City MICHIGAN CITY		State IN	Zip Code 46362	Foreign Country
Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT				Amount 16,740
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
Name				
Street				
City		State	Zip Code	Foreign Country
Relationship	Foundation Status			
Purpose of grant/contribution				Amount 0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	408
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	246,978	222,828	24,150
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Depreciation	Net Gain or Loss
1	X	CISCO SYSTEMS INC	17275R102			2/23/2001		12/21/2010	1,952	2,562				-610
2	X	CREDIT SUISSE COMM RT ST	22544R305			12/23/2010		2/2/2011	526	502				24
3	X	CREDIT SUISSE COMM RT ST	22544R305			12/23/2010		4/26/2011	716	648				68
4	X	CREDIT SUISSE COMM RT ST	22544R305			12/23/2010		6/28/2011	706	703				3
5	X	DIAMOND HILL LONG-SHORT	25264S833			12/23/2010		2/2/2011	170	163				7
6	X	DIAMOND HILL LONG-SHORT	25264S833			12/23/2010		6/28/2011	337	327				10
7	X	DODGE & COX INT'L STOCK F	256206103			8/1/2006		12/21/2010	17,963	20,000				-2,037
8	X	DODGE & COX INT'L STOCK F	256206103			12/28/2006		12/21/2010	486	599				-113
9	X	DODGE & COX INT'L STOCK F	256206103			12/28/2007		12/21/2010	1,104	1,440				-336
10	X	DODGE & COX INT'L STOCK F	256206103			12/22/2008		12/21/2010	2,353	1,394				959
11	X	DREYFUS EMG MKT DEBT LO	261980494			2/4/2011		4/26/2011	167	159				8
12	X	DREYFUS EMG MKT DEBT LO	261980494			2/4/2011		6/28/2011	352	341				11
13	X	DREYFUS EMG MKT DEBT LO	261980494			12/23/2010		6/28/2011	37	36				1
14	X	OAKMARK INTERNATIONAL F	413838202			10/1/2002		12/21/2010	11,856	7,500				4,356
15	X	OAKMARK INTERNATIONAL F	413838202			11/21/2002		12/21/2010	112	77				35
16	X	OAKMARK INTERNATIONAL F	413838202			11/20/2003		12/21/2010	78	67				11
17	X	OAKMARK INTERNATIONAL F	413838202			12/9/2004		12/21/2010	188	199				-11
18	X	OAKMARK INTERNATIONAL F	413838202			2/18/2005		12/21/2010	8,951	10,000				-1,049
19	X	OAKMARK INTERNATIONAL F	413838202			12/15/2005		12/21/2010	1,498	1,739				-241
20	X	OAKMARK INTERNATIONAL F	413838202			12/14/2006		12/21/2010	3,531	4,588				-1,057
21	X	OAKMARK INTERNATIONAL F	413838202			12/13/2007		12/21/2010	5,468	5,987				-519
22	X	OAKMARK INTERNATIONAL F	413838202			12/18/2008		12/21/2010	4,372	2,437				1,935
23	X	HUSSMAN STRATEGIC GROW	448108100			8/1/2006		12/21/2010	7,762	10,122				-2,360
24	X	HUSSMAN STRATEGIC GROW	448108100			8/1/2006		6/28/2011	720	938				-218
25	X	INTEL CORP	458140100			3/16/2000		12/21/2010	2,114	6,009				-3,895
26	X	ISHARES IBOXX $ INV GR CO	464287242			7/1/2009		2/2/2011	6,462	5,970				492
27	X	ISHARES IBOXX $ INV GR CO	464287242			12/21/2010		2/2/2011	4,093	4,116				-23
28	X	ISHARES MSCI EAFE	464287465			12/21/2010		4/26/2011	497	461				36
29	X	ISHARES MSCI EAFE	464287465			12/21/2010		6/28/2011	1,914	1,901				13
30	X	ISHARES TR S & P MIDCAP 40	464287507			7/1/2009		12/21/2010	22,773	14,659				8,114
31	X	ISHARES S&P MIDCAP 400 GF	464287606			12/21/2010		2/2/2011	1,554	1,524				30
32	X	ISHARES S&P MIDCAP 400 GF	464287606			12/21/2010		6/28/2011	546	508				38
33	X	ISHARES S&P MIDCAP 400 VA	464287705			2/2/2011		6/28/2011	413	413				0
34	X	ISHARES S&P MIDCAP 400 VA	464287705			12/21/2010		6/28/2011	83	80				3
35	X	ISHARES TR SMALLCAP 600 I	464287804			12/21/2010		2/2/2011	700	695				5
36	X	ISHARES TR SMALLCAP 600 I	464287804			12/21/2010		4/26/2011	959	904				55
37	X	ISHARES TR SMALLCAP 600 I	464287804			12/21/2010		6/28/2011	719	695				24
38	X	LAUDUS MONDRIAN INTL FI-II	51855Q655			2/4/2011		6/28/2011	1,252	1,200				52
39	X	LAUDUS MONDRIAN INTL FI-II	51855Q655			12/23/2010		6/28/2011	50	47				3
40	X	MERGER FD SH BEN INT #260	589509108			12/23/2010		6/28/2011	356	354				2
41	X	MICROSOFT CORP	594918104			1/9/2002		12/21/2010	2,806	3,510				-704
42	X	POWERSHARES DB COMMOD	73935S105			7/1/2009		12/21/2010	12,073	10,161				1,912
43	X	RIDGEWORTH SEIX HY BD-I #	76628T645			2/4/2011		6/28/2011	296	300				-4
44	X	RIDGEWORTH SEIX HY BD-I #	76628T645			4/28/2011		6/28/2011	254	260				-6
45	X	RIDGEWORTH SEIX HY BD-I #	76628T645			12/23/2010		6/28/2011	303	299				4
46	X	SPDR DJ WILSHIRE INTERNA	78463X863			7/1/2009		12/21/2010	790	616				174
47	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/2/2011		6/28/2011	669	707				-38
48	X	AMEX MATERIALS SPDR	81369Y100			7/1/2009		12/21/2010	2,435	1,680				755
49	X	AMEX MATERIALS SPDR	81369Y100			7/1/2009		4/26/2011	805	525				280
50	X	AMEX HEALTH CARE SPDR	81369Y209			7/1/2009		12/21/2010	6,756	5,649				1,107
51	X	AMEX HEALTH CARE SPDR	81369Y209			7/1/2009		2/2/2011	481	396				85

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	408
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	246,978	222,828	24,150
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Depreciation	Net Gain or Loss
52	X	AMEX HEALTH CARE SPDR	81369Y209			4/26/2011		6/28/2011	389	379				10
53	X	CONSUMER STAPLES SECTO	81369Y308			7/1/2009		12/21/2010	3,361	2,701				660
54	X	CONSUMER STAPLES SECTO	81369Y308			7/1/2009		2/2/2011	290	235				55
55	X	CONSUMER STAPLES SECTO	81369Y308			7/1/2009		4/26/2011	739	564				175
56	X	CONSUMER STAPLES SECTO	81369Y308			7/1/2009		6/28/2011	338	258				80
57	X	AMEX CONSUMER DISCR SPI	81369Y407			12/21/2010		4/26/2011	280	264				16
58	X	AMEX CONSUMER DISCR SPI	81369Y407			12/21/2010		6/28/2011	316	302				14
59	X	AMEX ENERGY SELECT SPDF	81369Y506			7/1/2009		12/21/2010	4,284	3,117				1,167
60	X	AMEX FINANCIAL SELECT SP	81369Y605			12/21/2010		2/2/2011	382	364				18
61	X	AMEX FINANCIAL SELECT SP	81369Y605			7/1/2009		2/2/2011	698	506				192
62	X	AMEX FINANCIAL SELECT SP	81369Y605			4/26/2011		6/28/2011	478	517				-39
63	X	AMEX INDUSTRIAL SPDR	81369Y704			7/1/2009		12/21/2010	5,631	3,617				2,014
64	X	AMEX INDUSTRIAL SPDR	81369Y704			7/1/2009		2/2/2011	549	335				214
65	X	AMEX INDUSTRIAL SPDR	81369Y704			7/1/2009		6/28/2011	363	223				140
66	X	AMEX TECHNOLOGY SELECT	81369Y803			7/1/2009		12/21/2010	9,677	7,103				2,574
67	X	AMEX TECHNOLOGY SELECT	81369Y803			7/1/2009		2/2/2011	132	92				40
68	X	AMEX TECHNOLOGY SELECT	81369Y803			7/1/2009		4/26/2011	185	129				56
69	X	AMEX TECHNOLOGY SELECT	81369Y803			7/1/2009		6/28/2011	552	407				145
70	X	AMEX UTILITIES SPDR	81369Y886			7/1/2009		12/21/2010	1,123	1,018				105
71	X	AMEX UTILITIES SPDR	81369Y886			7/1/2009		2/2/2011	160	141				19
72	X	AMEX UTILITIES SPDR	81369Y886			7/1/2009		4/26/2011	162	141				21
73	X	TEMPLETON GLOBAL BOND F	880208400			7/1/2009		12/21/2010	11,306	10,000				1,306
74	X	VANGUARD INTERMEDIATE T	921937819			12/21/2010		6/28/2011	1,267	1,245				22
75	X	VANGUARD BD INDEX FD INC	921937827			12/21/2010		2/2/2011	1,206	1,212				-6
76	X	VANGUARD BD INDEX FD INC	921937827			12/21/2010		6/28/2011	2,595	2,586				9
77	X	VANGUARD EMERGING MARI	922042858			8/3/2007		12/21/2010	2,006	1,947				59
78	X	VANGUARD MSCI EMERGING	922042858			2/2/2011		6/28/2011	475	476				-1
79	X	VANGUARD MSCI EMERGING	922042858			8/3/2007		6/28/2011	427	417				10
80	X	VANGUARD REIT VIPER	922908553			7/1/2009		2/2/2011	860	471				389
81	X	VANGUARD REIT VIPER	922908553			7/1/2009		4/26/2011	5,719	2,954				2,765
82	X	VANGUARD REIT VIPER	922908553			7/1/2009		6/28/2011	709	377				332
83	X	WF ADV SMALL CAP OPPOR F	94975G488			10/1/2002		12/21/2010	11,193	7,500				3,693
84	X	WF ADV SMALL CAP OPPOR F	94975G488			12/9/2002		12/21/2010	646	433				213
85	X	WF ADV SMALL CAP OPPOR F	94975G488			12/12/2003		12/21/2010	379	330				49
86	X	WF ADV SMALL CAP OPPOR F	94975G488			12/13/2004		12/21/2010	1,681	1,603				78
87	X	WF ADV SMALL CAP OPPOR F	94975G488			12/13/2005		12/21/2010	836	816				20
88	X	WF ADV SMALL CAP OPPOR F	94975G488			12/14/2007		12/21/2010	2,679	2,517				162
89	X	WF ADV SMALL CAP OPPOR F	94975G488			12/18/2007		12/21/2010	64	60				4
90	X	WF ADV SMALL CAP OPPOR F	94975G488			12/12/2008		12/21/2010	943	556				387
91	X	WF ADV SMALL CAP OPPOR F	94975G488			12/18/2008		12/21/2010	23	14				9
92	X	WEST VIRGINIA TAXABL 6 70(	956553QJ3			5/12/1999		11/1/2010	20,000	20,480				-480
93	X	CISCO SYSTEMS INC	17275R102			1/28/2000		12/21/2010	976	2,711				-1,735
94	X	VANGUARD REIT VIPER	922908553			7/1/2009		12/21/2010	5,577	3,205				2,372
95	X	PARTNERSHIP SECTION 1256							1,231					1,231
96	X	PARTNERSHIP SHORT TERM								1				-1
97	X	PARTNERSHIP LONG TERM G							125					125
98	X	PARTNERSHIP FINAL K-1 ADJ								2,337				-2,337

Line 16b (990-PF) - Accounting Fees

		1,265	0	0	1,265
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING FEES	1,265			1,265
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		294	131	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	45			
2	ESTIMATED EXCISE TAX PAID	118			
3	FOREIGN TAX WITHHELD	131	131		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		91	91	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	TRUSTEE FEES				
3	ADR FEES				
4	STATE AG FEES				
5	PARTNERSHIP EXPENSES	91	91		
6					
7					
8					
9					
10					

Part II, Line 13 (990-PF) - Investments - Other

	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
			345,995	365,690	392,201
1			345,995	365,690	392,201
2					
3					
4					
5					
6					
7					
8					
9					
10					

12/16/2011 12.21 00 PM - 70353900 - 1907 - WGL - MACKENZIE, THE FOUNDATION

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	408
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	246,570	0	222,828	23,742	0	0	0	23,742
1	CISCO SYSTEMS INC	17275R102		2/23/2001	12/21/2010	1,952	0	2,562	-610			0	-610
2	CREDIT SUISSE COMM RT ST-CO #215	22544R305		12/23/2010	2/2/2011	526	0	502	24			0	24
3	CREDIT SUISSE COMM RT ST-CO #215	22544R305		12/23/2010	4/26/2011	716	0	648	68			0	68
4	CREDIT SUISSE COMM RT ST-CO #215	22544R305		12/23/2010	6/28/2011	706	0	703	3			0	3
5	DIAMOND HILL LONG-SHORT FD CL I #1	25264S833		12/23/2010	2/2/2011	170	0	163	7			0	7
6	DIAMOND HILL LONG-SHORT FD CL I #1	25264S833		12/23/2010	6/28/2011	337	0	327	10			0	10
7	DODGE & COX INT'L STOCK FD #1048	256206103		8/1/2006	12/21/2010	17,963	0	20,000	-2,037			0	-2,037
8	DODGE & COX INT'L STOCK FD #1048	256206103		12/28/2006	12/21/2010	486	0	599	-113			0	-113
9	DODGE & COX INT'L STOCK FD #1048	256206103		12/28/2007	12/21/2010	1,104	0	1,440	-336			0	-336
10	DODGE & COX INT'L STOCK FD #1048	256206103		12/22/2008	12/21/2010	2,353	0	1,394	959			0	959
11	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		2/4/2011	4/26/2011	167	0	159	8			0	8
12	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		2/4/2011	6/28/2011	352	0	341	11			0	11
13	DREYFUS EMG MKT DEBT LOC C-I #608	261980494		12/23/2010	6/28/2011	37	0	36	1			0	1
14	OAKMARK INTERNATIONAL FD #109	413838202		10/1/2002	12/21/2010	11,856	0	7,500	4,356			0	4,356
15	OAKMARK INTERNATIONAL FD #109	413838202		11/21/2002	12/21/2010	112	0	77	35			0	35
16	OAKMARK INTERNATIONAL FD #109	413838202		11/20/2003	12/21/2010	78	0	67	11			0	11
17	OAKMARK INTERNATIONAL FD #109	413838202		12/9/2004	12/21/2010	188	0	199	-11			0	-11
18	OAKMARK INTERNATIONAL FD #109	413838202		2/18/2005	12/21/2010	8,951	0	10,000	-1,049			0	-1,049
19	OAKMARK INTERNATIONAL FD #109	413838202		12/15/2005	12/21/2010	1,498	0	1,739	-241			0	-241
20	OAKMARK INTERNATIONAL FD #109	413838202		12/14/2006	12/21/2010	3,531	0	4,588	-1,057			0	-1,057
21	OAKMARK INTERNATIONAL FD #109	413838202		12/13/2007	12/21/2010	5,468	0	5,987	-519			0	-519
22	OAKMARK INTERNATIONAL FD #109	413838202		12/18/2008	12/21/2010	4,372	0	2,437	1,935			0	1,935
23	HUSSMAN STRATEGIC GROWTH FUND	448108100		8/1/2006	12/21/2010	7,762	0	10,122	-2,360			0	-2,360
24	HUSSMAN STRATEGIC GROWTH FUND	448108100		8/1/2006	6/28/2011	720	0	938	-218			0	-218
25	INTEL CORP	458140100		3/16/2000	12/21/2010	2,114	0	6,009	-3,895			0	-3,895
26	ISHARES IBOXX $ INV GR CORP BD FD	464287242		7/1/2009	2/2/2011	6,462	0	5,970	492			0	492
27	ISHARES IBOXX $ INV GR CORP BD FD	464287242		12/21/2010	2/2/2011	4,093	0	4,116	-23			0	-23
28	ISHARES MSCI EAFE	464287465		12/21/2010	4/26/2011	497	0	461	36			0	36
29	ISHARES MSCI EAFE	464287465		12/21/2010	6/28/2011	1,914	0	1,901	13			0	13
30	ISHARES TR S & P MIDCAP 400 ID FD	464287507		7/1/2009	12/21/2010	22,773	0	14,659	8,114			0	8,114
31	ISHARES S&P MIDCAP 400 GROWTH	464287606		12/21/2010	2/2/2011	1,554	0	1,524	30			0	30
32	ISHARES S&P MIDCAP 400 GROWTH	464287606		12/21/2010	6/28/2011	546	0	508	38			0	38
33	ISHARES S&P MIDCAP 400 VALUE	464287705		2/2/2011	6/28/2011	413	0	413	0			0	0
34	ISHARES S&P MIDCAP 400 VALUE	464287705		12/21/2010	6/28/2011	83	0	80	3			0	3
35	ISHARES TR SMALLCAP 600 INDEX FD	464287804		12/21/2010	2/2/2011	700	0	695	5			0	5
36	ISHARES TR SMALLCAP 600 INDEX FD	464287804		12/21/2010	4/26/2011	959	0	904	55			0	55
37	ISHARES TR SMALLCAP 600 INDEX FD	464287804		12/21/2010	6/28/2011	719	0	695	24			0	24
38	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		2/4/2011	6/28/2011	1,252	0	1,200	52			0	52
39	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		12/23/2010	6/28/2011	50	0	47	3			0	3
40	MERGER FD SH BEN INT #260	589509108		12/23/2010	6/28/2011	356	0	354	2			0	2
41	MICROSOFT CORP	594918104		1/9/2002	12/21/2010	2,806	0	3,510	-704			0	-704
42	POWERSHARES DB COMMODITY INDE	73935S105		7/1/2009	12/21/2010	12,073	0	10,161	1,912			0	1,912
43	RIDGEWORTH SEIX HY BD-I #5855	76628T645		2/4/2011	6/28/2011	296	0	300	-4			0	-4
44	RIDGEWORTH SEIX HY BD-I #5855	76628T645		4/28/2011	6/28/2011	254	0	260	-6			0	-6
45	RIDGEWORTH SEIX HY BD-I #5855	76628T645		12/23/2010	6/28/2011	303	0	299	4			0	4
46	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		7/1/2009	12/21/2010	790	0	616	174			0	174
47	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		5/2/2011	6/28/2011	669	0	707	-38			0	-38
48	AMEX MATERIALS SPDR	81369Y100		7/1/2009	12/21/2010	2,435	0	1,680	755			0	755
49	AMEX MATERIALS SPDR	81369Y100		7/1/2009	4/26/2011	805	0	525	280			0	280
50	AMEX HEALTH CARE SPDR	81369Y209		7/1/2009	12/21/2010	6,756	0	5,649	1,107			0	1,107
51	AMEX HEALTH CARE SPDR	81369Y209		7/1/2009	2/2/2011	481	0	396	85			0	85
52	AMEX HEALTH CARE SPDR	81369Y209		4/26/2011	6/28/2011	389	0	379	10			0	10
53	CONSUMER STAPLES SECTOR SPDR T	81369Y308		7/1/2009	12/21/2010	3,361	0	2,701	660			0	660
54	CONSUMER STAPLES SECTOR SPDR T	81369Y308		7/1/2009	2/2/2011	290	0	235	55			0	55
55	CONSUMER STAPLES SECTOR SPDR T	81369Y308		7/1/2009	4/26/2011	739	0	564	175			0	175
56	CONSUMER STAPLES SECTOR SPDR T	81369Y308		7/1/2009	6/28/2011	338	0	258	80			0	80
57	AMEX CONSUMER DISCR SPDR	81369Y407		12/21/2010	4/26/2011	280	0	264	16			0	16
58	AMEX CONSUMER DISCR SPDR	81369Y407		12/21/2010	6/28/2011	316	0	302	14			0	14

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	408
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	246,570	0	222,828	23,742	0	0	0	23,742
59	AMEX ENERGY SELECT SPDR	81369Y506		7/1/2009	12/21/2010	4,284	0	3,117	1,167			0	1,167
60	AMEX FINANCIAL SELECT SPDR	81369Y605		12/21/2010	2/2/2011	382	0	364	18			0	18
61	AMEX FINANCIAL SELECT SPDR	81369Y605		7/1/2009	2/2/2011	698	0	506	192			0	192
62	AMEX FINANCIAL SELECT SPDR	81369Y605		4/26/2011	6/28/2011	478	0	517	-39			0	-39
63	AMEX INDUSTRIAL SPDR	81369Y704		7/1/2009	12/21/2010	5,631	0	3,617	2,014			0	2,014
64	AMEX INDUSTRIAL SPDR	81369Y704		7/1/2009	2/2/2011	549	0	335	214			0	214
65	AMEX INDUSTRIAL SPDR	81369Y704		7/1/2009	6/28/2011	363	0	223	140			0	140
66	AMEX TECHNOLOGY SELECT SPDR	81369Y803		7/1/2009	12/21/2010	9,677	0	7,103	2,574			0	2,574
67	AMEX TECHNOLOGY SELECT SPDR	81369Y803		7/1/2009	2/2/2011	132	0	92	40			0	40
68	AMEX TECHNOLOGY SELECT SPDR	81369Y803		7/1/2009	4/26/2011	185	0	129	56			0	56
69	AMEX TECHNOLOGY SELECT SPDR	81369Y803		7/1/2009	6/28/2011	552	0	407	145			0	145
70	AMEX UTILITIES SPDR	81369Y886		7/1/2009	12/21/2010	1,123	0	1,018	105			0	105
71	AMEX UTILITIES SPDR	81369Y886		7/1/2009	2/2/2011	160	0	141	19			0	19
72	AMEX UTILITIES SPDR	81369Y886		7/1/2009	4/26/2011	162	0	141	21			0	21
73	TEMPLETON GLOBAL BOND FD-ADV #6	880208400		7/1/2009	12/21/2010	11,306	0	10,000	1,306			0	1,306
74	VANGUARD INTERMEDIATE TERM B	921937819		12/21/2010	6/28/2011	1,267	0	1,245	22			0	22
75	VANGUARD BD INDEX FD INC	921937827		12/21/2010	2/2/2011	1,206	0	1,212	-6			0	-6
76	VANGUARD BD INDEX FD INC	921937827		12/21/2010	6/28/2011	2,595	0	2,586	9			0	9
77	VANGUARD EMERGING MARKETS ETF	922042858		8/3/2007	12/21/2010	2,006	0	1,947	59			0	59
78	VANGUARD MSCI EMERGING MARKETS	922042858		2/2/2011	6/28/2011	475	0	476	-1			0	-1
79	VANGUARD MSCI EMERGING MARKETS	922042858		8/3/2007	6/28/2011	427	0	417	10			0	10
80	VANGUARD REIT VIPER	922908553		7/1/2009	2/2/2011	860	0	471	389			0	389
81	VANGUARD REIT VIPER	922908553		7/1/2009	4/26/2011	5,719	0	2,954	2,765			0	2,765
82	VANGUARD REIT VIPER	922908553		7/1/2009	6/28/2011	709	0	377	332			0	332
83	WF ADV SMALL CAP OPPOR FD-ADMIN	94975G488		10/1/2002	12/21/2010	11,193	0	7,500	3,693			0	3,693
84	WF ADV SMALL CAP OPPOR FD-ADMIN	94975G488		12/9/2002	12/21/2010	646	0	433	213			0	213
85	WF ADV SMALL CAP OPPOR FD-ADMIN	94975G488		12/12/2003	12/21/2010	379	0	330	49			0	49
86	WF ADV SMALL CAP OPPOR FD-ADMIN	94975G488		12/13/2004	12/21/2010	1,681	0	1,603	78			0	78
87	WF ADV SMALL CAP OPPOR FD-ADMIN	94975G488		12/13/2005	12/21/2010	836	0	816	20			0	20
88	WF ADV SMALL CAP OPPOR FD-ADMIN	94975G488		12/14/2007	12/21/2010	2,679	0	2,517	162			0	162
89	WF ADV SMALL CAP OPPOR FD-ADMIN	94975G488		12/18/2007	12/21/2010	64	0	60	4			0	4
90	WF ADV SMALL CAP OPPOR FD-ADMIN	94975G488		12/12/2008	12/21/2010	943	0	556	387			0	387
91	WF ADV SMALL CAP OPPOR FD-ADMIN	94975G488		12/18/2008	12/21/2010	23	0	14	9			0	9
92	WEST VIRGINIA TAXABL 6 700% 11/01/1	956553QJ3		5/12/1999	11/1/2010	20,000	0	20,480	-480			0	-480
93	CISCO SYSTEMS INC	17275R102		1/28/2000	12/21/2010	976	0	2,711	-1,735			0	-1,735
94	VANGUARD REIT VIPER	922908553		7/1/2009	12/21/2010	5,577	0	3,205	2,372			0	2,372
95	PARTNERSHIP SECTION 1256 GAIN					1,231	0	0	1,231			0	1,231
96	PARTNERSHIP SHORT TERM LOSS					0	0	1	-1			0	-1
97	PARTNERSHIP LONG TERM GAIN					125	0	0	125			0	125
98	PARTNERSHIP FINAL K-1 ADJUSTMENT					0	0	2,337	-2,337			0	-2,337

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

5,557

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank N A		1919 Douglas St 2nd FL MAC N8000	OMAHA	NE	68102-1317		TRUSTEE	4	5,557
2										
3										
4										
5										
6										
7										
8										
9										
10										

Part

	0	0	
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	
2	First quarter estimated tax payment	1/11/2011	2	118
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	118

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2009 that remained undistributed at the beginning of the 2010 tax year	1	16,740
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	16,740

THE MACKENZIE FOUNDATION
ACCOUNT: 70353900
EIN: 35-1955434

Account #	Security Description	Security Category	CUSIP	Asset Name	FMV	Fed Cost
70353900		Cash			-	
				CASH TOTAL	-	-
70353900	Mutual Fund	Invest - Other	589509108	MERGER FD SH BEN INT #260	8,120	8,299
70353900	Mutual Fund	Invest - Other	81369Y308	CONSUMER STAPLES SECTOR SPDR TR	7,414	5,637
70353900	Mutual Fund	Invest - Other	81369Y605	AMEX FINANCIAL SELECT SPDR	10,383	9,432
70353900	Mutual Fund	Invest - Other	81369Y100	AMEX MATERIALS SPDR	2,156	1,601
70353900	Mutual Fund	Invest - Other	81369Y803	AMEX TECHNOLOGY SELECT SPDR	13,124	9,934
70353900	Mutual Fund	Invest - Other	81369Y506	AMEX ENERGY SELECT SPDR	9,335	6,623
70353900	Mutual Fund	Invest - Other	81369Y886	AMEX UTILITIES SPDR	983	820
70353900	Mutual Fund	Invest - Other	464287804	ISHARES TR SMALLCAP 600 INDEX FD	16,237	17,242
70353900	Mutual Fund	Invest - Other	464287705	ISHARES S&P MIDCAP 400 VALUE	7,760	8,288
70353900	Mutual Fund	Invest - Other	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	31,287	28,345
70353900	Mutual Fund	Invest - Other	464287606	ISHARES S&P MIDCAP 400 GROWTH	8,216	8,333
70353900	Mutual Fund	Invest - Other	464287465	ISHARES MSCI EAFE	43,231	45,424
70353900	Mutual Fund	Invest - Other	81369Y704	AMEX INDUSTRIAL SPDR	7,711	5,314
70353900	Mutual Fund	Invest - Other	81369Y209	AMEX HEALTH CARE SPDR	8,550	6,758
70353900	Mutual Fund	Invest - Other	81369Y407	AMEX CONSUMER DISCR SPDR	6,537	6,572
70353900	Mutual Fund	Invest - Other	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	9,372	8,845
70353900	Mutual Fund	Invest - Other	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	17,422	20,644
70353900	Mutual Fund	Invest - Other	922908553	VANGUARD REIT VIPER	15,958	8,704
70353900	Mutual Fund	Invest - Other	922042858	VANGUARD MSCI EMERGING MARKETS ETF	17,528	15,085
70353900	Mutual Fund	Invest - Other	921937827	VANGUARD BD INDEX FD INC	61,989	60,545
70353900	Mutual Fund	Invest - Other	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	15,629	14,234
70353900	Mutual Fund	Invest - Other	921937819	VANGUARD INTERMEDIATE TERM B	28,061	25,611
70353900	Mutual Fund	Invest - Other	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	8,026	8,002
70353900	Mutual Fund	Invest - Other	76628T645	RIDGEWORTH SEIX HY BD-I #5855	19,698	18,727
70353900	Mutual Fund	Invest - Other	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	17,475	16,671
				INVEST - OTHER TOTAL	**392,201**	**365,690**
70353900	Money Market Fund	Savings & Temp Inv	VP0528308	FEDERATED TREAS OBL FD 68	13,753	13,753
70353900	Money Market Fund	Savings & Temp Inv	VP0528308	FEDERATED TREAS OBL FD 68	92	92
				SAVINGS & TEMP INV TOTAL	**13,845**	**13,845**
				GRAND TOTAL	**406,045**	**379,535**