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Form **990-PF**

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.

Department of the Treasury Internal Revenue Service

OMB No 1545-0052

Ford	calendar year 2011 or tax year beginning		, and ending		
Nan	ne of foundation		_	A Employer identification	number
M	ORGAN CREEK FOUNDATION			20-3999739	
Num	nber and street (or P O box number if mail is not delivered to street a	address)	Room/suite	B Telephone number	
_ 3	01 WEST BARBEE CHAPEL ROAL	D	100	919-442-60	42
City	or town, state, and ZIP code			C If exemption application is pe	ending, check here
_ <u>C</u>	HAPEL HILL, NC 27517				
G C	Check all that apply: Initial return	Initial return of a fo	rmer public charity	D 1. Foreign organizations	, check here 🕨 🔃
	Final return	Amended return			oting the SEG/ tost
	X Address change	Name change		Foreign organizations me 2. check here and attach co	mputation
H C	Check type of organization: X Section 501(c)(3) exe			E If private foundation stat	us was terminated
<u>L</u>	<u></u>	Other taxable private founda		under section 507(b)(1)	(A), check here 🕨 🗀
1 Fa	air market value of all assets at end of year J Accountin	-	Accrual	F If the foundation is in a 6	60-month termination
•	rom Part II, col. (c), line 16)	ner (specify)	<u> </u>	under section 507(b)(1)	(B), check here 🕨 🗀
_	\$ 3,637,266. (Part I, colum	nn (d) must be on cash b	pasis.)		r
Pa	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	 (d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received	800,000.		N/A	
	2 Check In the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	3,643.	3,643.	1	STATEMENT 1
	4 Dividends and interest from securities	•			
	5a Gross rents		· · · · · · · · · · · · · · · ·		
	b Net rental income or (loss)				
•	6a Net gain or (loss) from sale of assets not on line 10	_			
Revenue	Gross sales price for all assets on line 6a				
eve	7 Capital gain net income (from Part IV, line 2)		0.		
æ	8 Net short-term capital gain				
	9 Income modifications			7,500.	
	Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (toss				
	11 Other income				
	12 Total. Add lines [through 11		3,643.	7,500.	
	13 Compensation profipers, Westers, Sustines, etc. 1		0.	<u></u>	0
	14 Other employee salaries and wages	7,451.	0.		1,863
(A	15 Pension plans, employee benefits M, UT		.		
ses	16a Legal fees				242
ĕ	b Accounting fees STMT 2	1,250.	0.		313
ŭ	c Other professional fees				
Administrative Expens	17 Interest	CEO		 	1.00
ф	18 Taxes STMT 3	659.	0.		165
inis	19 Depreciation and depletion	2,139.	0.		
퉏	20 Occupancy	71.0			250
y ₽	21 Travel, conferences, and meetings	716.			358
gand		5,117.	0.		1,279
	23 Other expenses STMT 4	10,640.	_0.		2,365
eratir	24 Total operating and administrative	27 072	^		6 242
ŏ	· ·	27,972. 412,750.	0 .		6,343 412,750
_	25 Contributions, gifts, grants paid	414,/3U.		 	414,/30
	26 Total expenses and disbursements.	440,722.	0.		419,093
	Add lines 24 and 25	44U,144.	<u> </u>	' 	±17,073
	27 Subtract line 26 from line 12:	362,921.			1
	Excess of revenue over expenses and disbursements	304,941.	3,643		
Opera	b Net investment income (if negative, enter -0-)		3,043	7,500.	
,	c Adjusted net income (if negative, enter -0-)	l		1,500	<u> </u>

LHA For Paperwork Reduction Act Notice, see instructions.

For	m <u>99</u>	0-PF (2011) MORGAN CREEK FOUNDATION		20-3	3999739	Page 2
P	art	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of	year	
	ait	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market	√alue
	1	Cash - non-interest-bearing	2,089.	1,858.	1,	858.
	2	Savings and temporary cash investments	3,264,065.	3,635,113.	3,635,	113.
	3	Accounts receivable >				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ►				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other				
		disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
Ø	8	Inventories for sale or use				
Assets	9	Prepaid expenses and deferred charges		-		
As	10a	Investments - U.S. and state government obligations				
		Investments - corporate stock				
		Investments - corporate bonds			 .	
	ı	Investments - land, buildings, and equipment basis				
	l ''	Less accumulated depreciation				
	12	Investments - mortgage loans		-		
	13	Investments - other				
		F				
	14	Land, buildings, and equipment: basis ► 4,145. Less accumulated depreciation STMT 5 ► 3,850.	691.	295.		295.
	45	Other assets (describe				275.
	13	Offici assets (describe				
	16	Total assets (to be completed by all filers)	3,266,845.	3,637,266.	3,637	266
_	_	Accounts payable and accrued expenses	3,200,043.	3,037,200	3,037	<u>. 200 .</u>
		· · ·				
	18	Grants payable				
ties	19	Deferred revenue				
E	20	Loans from officers, directors, trustees, and other disqualified persons				
Liabilities	21	Mortgages and other notes payable				
	22	Other liabilities (describe)				
		Total Patrick and Joseph 47 Abresiah 00)	0.	^		
_	23	Total liabilities (add lines 17 through 22)		0.		
	1	Foundations that follow SFAS 117, check here				
ģ	. .	and complete lines 24 through 26 and lines 30 and 31.				
n G	24	Unrestricted				
ala	25	Temporarily restricted				
d B	26	Permanently restricted				
Ě		Foundations that do not follow SFAS 117, check here				
Assets or Fund Balances		and complete lines 27 through 31.				
ţ	27	Capital stock, trust principal, or current funds	0.	0.		
SSe	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
Ž	29	Retained earnings, accumulated income, endowment, or other funds	3,266,845.	3,637,266.		
Net	30	Total net assets or fund balances	3,266,845.	<u>3,637,266.</u>		
			2 266 245			
_	31	Total liabilities and net assets/fund balances	3,266,845.	3,637,266.		
P	art	III Analysis of Changes in Net Assets or Fund Ba	alances			
_						
1		l net assets or fund balances at beginning of year - Part II, column (a), line	30			
	•	st agree with end-of-year figure reported on prior year's return)		1	3,266	
		r amount from Part I, line 27a		2		<u>,921.</u>
		er increases not included in line 2 (itemize) INCOME MODI	FICATIONS	3		,500.
		lines 1, 2, and 3		4	3,637	
_		reases not included in line 2 (itemize)				0.
6	Tota	I net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	olumn (b), line 30	6_	3,637	
					Form 990-F	'F (2011)

(a) List and desc	cribe the kin	d(s) of property sold (e.g. r common stock, 200 shs	, real estate,		(b) I	How ac - Purc - Dona	11456 1	c) Date a (mo., da	cquired ly, yr.)	(d) Date sold (mo., day, yr.)
1a										
b NC	NE				<u> </u>					
<u>C</u>					-					
<u>d</u>					+			_	_	
<u>e</u>	(n.D.		(-) 0		<u> </u>			41.0		
(e) Gross sales price		epreciation allowed (or allowable)		t or other basis xpense of sale		_			in or (loss) (f) minus (
<u>a</u>	ļ. <u></u>					_				
b c										
d			_	_				-		
e										
Complete only for assets show	ng gain in c	olumn (h) and owned by t	the foundation	on 12/31/69					ol. (h) gaın	
(i) F.M.V. as of 12/31/69) Adjusted basis as of 12/31/69		cess of col. (ı) col. (ı), ıf any			col. (k), but n Losses (ot less that from col. (n -0-) or h))
a										
b										
С										
<u>d</u>										
<u>e</u>			-							
2 Capital gain net income or (net c	apıtal loss)	If gain, also enter If (loss), enter -0-	in Part I, line in Part I, line	7 7	}	2				
Net short-term capital gain or (lo	ss) as defin	ed in sections 1222(5) an	d (6):							
If gain, also enter in Part I, line 8).								
If (loss), enter -0- in Part I, line 8 Part V Qualification I	Inder Se	ection 4940(e) for	Paducad	Tay on Net	L Inv	3 Jestn	ont inco	ma		
Vas the foundation liable for the se f "Yes," the foundation does not qua Enter the appropriate amount in	alify under s	ection 4940(e). Do not co	mplete this pa	rt.						Yes X No
(a) Base period years	each colum	(b)	uctions before	making any emi	(c)	γ		Τ	D -1 -1	(d) oution ratio
Base period years Calendar year (or tax year beginn	iing in)	Adjusted qualifying dist	tributions	Net value of no	oncha	rıtable:	use assets	(Distric col. (b) div	ided by col. (c))
2010		30	5,457.		2	,47	9,662.			.12318
2009			5,596.		<u> </u>		<u>1,982.</u>			.11802
2008			8,814.		1		<u>5,490.</u>			.05938
2007			8,844.				<u>2,411.</u>		_	.04952
2006	<u> </u>	· · · · · · · · · · · · · · · · · · ·	1,418.			_ 44	<u>3,535.</u>	+		.00634
2 Total of line 1, column (d)								2		.35646
3 Average distribution ratio for the	5-year base	e period - divide the total o	on line 2 by 5.	or by the numbe	r of ve	ears				
the foundation has been in exist	-	·		,	, , .			3		.07129
4 Enter the net value of noncharita	ible-use ass	ets for 2011 from Part X,	line 5					4		3,217,961
5 Multiply line 4 by line 3								5		229,418
	(40/ -15	Don't I had 0753								
6 Enter 1% of net investment inco	me (1% Of F	rart I, line 27D)						_6		36
7 Add lines 5 and 6								7		229,454
B Enter qualifying distributions fro	•		th and some	slata that part	na o 1	0/. tax	rata	8		419,093
If line 8 is equal to or greater that See the Part VI instructions.		SON THE DOX HI FAIL VI, INIE	io, and comp	nete that part USI	ny a l	/o ldX	. alt.	_		

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), or 4948 - see instructions)		1990-PF (2011) MORGAN CREEK FOUNDATION		<u> 20 – </u>	3999	739	F	Page 4
Dates of foundations that meet the section 4940(e) requirements in Part V, check have			o), 4940(e), or 4	948	- see i	nstru	ctior	าร)
b Domestic foundations that meet the section 4947(e); requirements in Part V, check here ► X and enter 1% of Part I, line 27b. All other domestic foundations arise 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 27c, cot. (b). 2	1a	· ···						
of Part I, line 27b. All Other domestic foundations enter 27k of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, cot (b). 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 3 Add dines 1 and 2 3 Sc. Subtille A (incomes) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 6 Exempt foreign organizations: 1 as withheld at source 6 Tax paid with application for extension of time to 16 (Form 8866) 6 Exempt foreign organizations: 1 as withheld at source 6 Tax paid with application of extension of time to 16 (Form 8866) 6 Enter any penalty for underpayment of estimated tax. Check here								
e All other domestic foundations eater 2% of the 27b, Exempt foreign organizations enter 4% of Part I, line 12, col. (b). 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on inevestment income. Subtract line 4 from line 3, if zero or less, enter -0- 5 Tax based on inevestment income. Subtract line 4 from line 3, if zero or less, enter -0- 6 Cerdels/Payments: 2 2011 estimated tax payments and 2010 overpayment credited to 2011 5 Exempt foreign organizations - tax withhelds at source 7 Tax paid with application for extension of time to file (Form 8868) 6 Backup withholding enroleously withheld 7 Total credits and payments. Add lines 8 at through 6d 8 Enter any penalty for underpayment of estimated tax. Check here □ if Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount ower 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owerpaid 10 Total credits and payments. Add lines 6 at through 6d 11 Total credits and payments. Add lines 6 at through 6d 12 Tax trust in line 7 is more than 10 to bits. Credited tax Dill's estimated tax. Part 11 Tax Refunded ▶ 10 11 Enter the amount of line 10 to bits. Credited tax Dill's estimated tax. Part 11 Tax Refunded ▶ 11 12 During the tax year, did the foundation attempt to milliance any national, state, or local legislation or did it participate or interview in any political campaign? 14 During the tax year, did the foundation attempt to milliance any national, state, or local legislation or did it participate or interview in any political campaign. 15 During the tax year, did the foundation attempt to milliance any national state, or local legislation or did it participate or interview in any political campaign. 16 Enter the amount (if any) of tax on political expenditures (section 4955) imposed	b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕨 🗶 and enter	er 1%	1				<u> 36.</u>
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 3 3 36. 3 36. 3 36. 4 Subilité A (income) bax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. It zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. It zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. It zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. It zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. It zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. It zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. It zero or line 4 from line 5. It zero or line 6 from 120-00 from line 6 from 120-0		of Part I, line 27b						
3 3 56. Subtile A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 6 Cordist-Payments. 8 2011 estimated bax payments and 2010 overpayment credited to 2011 8 Exempt foreign organizations - tax withheld at source 1 Tax pad with application for extension of time to the (if 60m 8869) 8 Backup withholding erroreously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated bid x. Check here □ if Form 2220 is attached 8 Tax dae. If the total of lines 5 and 8 is more than line 7, enter amount owned 9 Tax dae. If the total of lines 5 and 8 is more than line 7, enter amount owned 1 Total credits and payments. Add lines 6a through 6d 8 Tax dae. If the total of lines 5 and 8 is more than line 7, enter amount owner in 10 1 to 10	C	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12	2, col. (b).					
4 Subblike A (mocrone) bax (domestic section 4947(a)(1) musts and hazable foundations only. Others enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. if zero or less, enter -0- 6 Credis/Payments: a 2011 estimated tax payments and 2010 overpayment credited to 2011 6 Be most foreign organizations: a 2011 estimated tax payments and 2010 overpayment credited to 2011 6 Be most foreign organizations: a 2011 estimated tax payments and 2010 overpayment credited to 2011 6 Be most foreign organizations: a 2011 estimated tax payments and 2010 overpayment credited to 2011 6 Be most foreign organizations: a 2011 estimated tax payments and 2010 overpayment credited to 2011 6 Be most and payments. Add lines 6a through 6d 7 Total credits and payments. Add lines 6a through 6d 8 Enter any peasity for underpayment of estimated tax. Check here □ If form 2220 is attached 8 Tax dee. If the total of lines 3 call 8 is more than line 7, enter amount owed 9 Tax dee. If the total of lines 3 call 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 12 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any payment by a state of the s				2_	_			
5 36.6 Credist-Payments: a 2011 estimated tax payments and 2010 overpayment credited to 2011 b Exempt foreign organizations - tax withheld at source c Tax paid with application for settlession of time to this (Form 8568) 6 d Backup withholding erroneeusly withheld 7 Total credits and payments, Add lines 6a through 6d 6 Entire any peasity for underpayment of estimated tax. Check here foreign 2220 is attached 8 Entire any peasity for underpayment of estimated tax. Check here foreign 2220 is attached 9 Tax due. If this total of lines 5 and 8 is more than line 7, enter amount owed 9	3	Add lines 1 and 2		3				
8 Credits/Payments: a 2011 estimated tax payments and 2010 overpayment credited to 2011 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6 at through 6d d Backup withholding erroneously withheld 7 Total credits and payments of estimated tax. Check here I of Form 2220 is attached 8 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 To. Refunded b 11 Oc. Part VII-A Statements Regarding Activities 11 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? 11 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? 11 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? 12 If the answer is "Yes" to 1 are 71, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities 10 Unit to foundation. Pis Time 11-20-01, for this year? 2 If the intervention of the activities and copies of any materials published or distributed by the foundation. Pis Time 11-20-01, for this year? 2 If the remitioursement (if any) paid by the foundation during the year: 3 If the remitioursement (if any) paid by the foundation during the year or political expenditure tax imposed on foundation managers. S. O. Enter the remitioursement (if any) paid by the foundation foundation amount of the activities. 3 If the foundation in any activities that have not previously period during t	4			4				
a 2011 estimated tax payments and 2010 overpayment credited to 2011 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8668) d Backup withholding erroreously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here of Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount ower 10 Toverpayment, If line 7 is more than the total of lines 5 and 8, enter the amount owerpaid 11 Toverpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Toverpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 During the tax year, did the foundation attempt 10 influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1a During the tax year, did the foundation attempt 10 influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1b Did it spend frome than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 1b L X 1f the answer is "Yes" to 1a or 1b, attach a detailed descingtion of the activities c Did the foundation hile Form 1120-PDL for this year? 1c Statements of the foundation of connection on with the activities c Did the foundation hile Form 1120-PDL for this year? 1c State the amount (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. S S O. (2) On foundation managers. S S O. (2) On foundation managers. S S O. (3) On foundation managers of the activities 1c State the advanced of the activities of the IRS? 1f "Yes," attach a detailed description of the activities 2 D It "Yes," attach a detailed description of the activities 2 D It "Yes," attach a detailed description of the activities 3 D It "Yes," attach a detailed description of the activities 4	5			5	ļ			<u>36.</u>
b Exempt foreign organizations - tax withheld at source of Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroreously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 To. Part VII-A Statements Regarding Activities 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1b Did is spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 1b X If the answer is "yea" to 1 aor 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities 1 definite the reimbursement (if any) paid by the foundation during the year? 1 on the foundation New Sea Copy of the changes 1 e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax miposed on foundation managers. So Operation of the activities and to see the search a detailed description of the activities. 1 Has the foundation made any changes, not previously reported to the IRS? 1 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 1 Was there a liquidation thermination, dissolution, or substantial contraction during the year? 1 Was there a liquidation thermination of the activities and conformed copy of the changes 1 Was there a liqu	-							
e Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withhold 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here			<u> 153.</u>					
d Backup withholding scroneously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here								
7 153. 8 Enter any penalty or underpayment of stemated tax. Check here ☐ if Form 2220 is attached 8 Enter any penalty or underpayment of stemated tax. Check here ☐ if Form 2220 is attached 9 Tax due. If the total of lens 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 T. I. Enter the amount of line 10 to be: Credited to 2012 estimated tax ▶ 117 . Refunded ▶ 11 O. Part VIII-A Statements Regarding Activities 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 1f 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 1c Did the foundation file Form 1120-POL for this year? 2 If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities 2 D. (2) On foundation managers. ▶ \$ O. • Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ O. • Enter the reimbursement (if any) and by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ O. • Enter the reimbursement (if any) and by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ O. • Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach a catellated description of the activities. If I we have a liquidation, termination, dissolution, or substantial contraction during the year? If Yes, "c		· · · · · · · · · · · · · · · · · · ·						
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If "Yes," attach the statement required by General Instruction T 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? 7 Did the foundation have at least \$5,000 in assets at any time during the year? 8 Enter the states to which the foundation reports or with which it is registered (see instructions) NC 9 If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? 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				IA	/ A			
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7 X If "Yes," complete Part II, col (c), and Part XV. 8a Enter the states to which the foundation reports or with which it is registered (see instructions) NC b if the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 10 X			t commet with the state	iaw			v	
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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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 10 X			(or designate)			_{8h}	v	
year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 10 X	q		or 4942(1)(5) for cale	ndar			41	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 10 X	3			uui				x
	10							
		Too, attack a solidout fishing their hain			For		-PF (_

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orm	990-PF (2011) MORGAN CREEK FOUNDATION	20-3999	<u>739</u>	F	Dage 5
Pa	art VII-A Statements Regarding Activities (continued)				
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of				
	section 512(b)(13)? If "Yes," attach schedule (see instructions)		11		_X_
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory p	rivileges?			
	If "Yes," attach statement (see instructions)		12		<u>X</u>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	Į	13	Х	
	Website address ► MORGANCREEKFOUNDATION.ORG				
14		▶ <u>919-44:</u>	<u>2-60</u>	42	
	Located at ► 301 W BARBEE CHAPEL RD, STE 100, CHAPEL HILL, NC	ZIP+4 ▶ 27	<u>517 </u>		
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/		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank,			Yes	No
	securities, or other financial account in a foreign country?		16		<u> </u>
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign				
_	country				
Pa	art 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
18	During the year did the foundation (either directly or indirectly):			i	
		es X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)				
		es X No			
		es X No			
		es X No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available				
	· · · · · · · · · · · · · · · · · · ·	es 🗶 No		1	
	(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			l	
		es X No			
ı	o If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations	4-			
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	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			ļ	
_	before the first day of the tax year beginning in 2011?		1c		<u> </u>
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation			l	
	defined in section 4942(j)(3) or 4942(j)(5)):				
•	a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning	es X No			
		es LAL NO			
	If "Yes," list the years \(\bullet \),,,,,,				
			i		
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attack	N/A	٥.		
	statement - see instructions.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	N/A	2b		
			.	-	
9.	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time		.		
3		es X No	.		
	b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons at		.		
	May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to a		. 1		
	of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule Control of the 10-) to the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule Control of the 10-) to the lapse of the 10-, 15-, or 20-year first phase holding period?	· ·	,		
	Form 4720, to determine if the foundation had excess business holdings in 2011)	, N/A	3b		
4	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	14/12	4a		Х
	b Did the foundation livest during the year any amount in a manner that would jeopardize its charitable purposes b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpos	e that	70		
	had not been removed from leopardy before the first day of the tax year beginning in 2011?	Jut	4b		x

orm 990-PF (2011) MORGAN CREEK FOUNDATION			<u> 20-39997</u>	39	Page 6
Part VII-B Statements Regarding Activities for Which	Form 4720 May Be P	Required (contin	ued)		
5a During the year did the foundation pay or incur any amount to:					
(1) Carry on propaganda, or otherwise attempt to influence legislation (sectio	n 4945(e))?	Ye	s X No		
(2) Influence the outcome of any specific public election (see section 4955); (or to carry on, directly or indire	ectly,			
any voter registration drive?		☐ Ye	s X No		
(3) Provide a grant to an individual for travel, study, or other similar purposes	37		s X No		
(4) Provide a grant to an organization other than a charitable, etc., organization					
509(a)(1), (2), or (3), or section 4940(d)(2)?		Ye	s X No		
(5) Provide for any purpose other than religious, charitable, scientific, literary.	, or educational purposes, or f				
the prevention of cruelty to children or animals?	, , , , , , , , , ,		s X No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un	der the excentions described i				
section 53.4945 or in a current notice regarding disaster assistance (see instru	,	n riogalations	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check it				30	-
		ned			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption f		/A Ye	s No		
expenditure responsibility for the grant?		/A L1 Y6	.5 L NO		
If "Yes," attach the statement required by Regulations section 53.494	• •				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on		. 		
a personal benefit contract?		Ye	s X No	,	1
b Did the foundation, during the year, pay premiums, directly or indirectly, on a particle of the foundation of the particle	personal benefit contract?			6b	<u> </u>
If "Yes" to 6b, file Form 8870					
7a At any time during the tax year, was the foundation a party to a prohibited tax		Ye	s X No	_	
b If "Yes," did the foundation receive any proceeds or have any net income attrib				7b	
Part VIII Information About Officers, Directors, Trust Paid Employees, and Contractors	tees, Foundation Ma	nagers, Highly	/		
List all officers, directors, trustees, foundation managers and their	compensation.				
() None and address	(b) Title, and average hours per week devoted	(c) Compensation (If not paid,	(d) Contributions to employee benefit plans and deferred	(e) Expense count, other
(a) Name and address	to position	enter -0-)	and deterred compensation	al	llowances
MARK W. YUSKO	DIRECTOR/PRES	IDENT			
301 W BARBEE CHAPEL ROAD, STE 200					
CHAPEL HILL, NC 27517	2.00	0.	0.		0.
WENDY L. RUGGIERO	DIRECTOR/TREA	SURER			
301 W BARBEE CHAPEL ROAD, STE 200				ĺ	
CHAPEL HILL, NC 27517	2.00	0.	0.	.	0.
STACEY YUSKO	DIRECTOR/VP/D	IR. OF GR	ANTS		
301 W BARBEE CHAPEL ROAD, STE 200					
CHAPEL HILL, NC 27517	2.00	0.	О.	, İ	0.
CHILDE HIDE, NO BISTI	1 2000			' 	
				1	
2 Compensation of five highest-paid employees (other than those in	cluded on line 1). If none.	enter "NONE."	L	1	
	(b) Title, and average		(d) Contributions to employee benefit plans and deferred	(e	Expense count, other
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	and deferred compensation	acc	ount, other llowances
NONE	devoted to position		CONTRERSON	 "	
MOME	†				
	 	 		+-	
	1			1	
	 			+	
	+			1	
· · · · · · · · · · · · · · · · · · ·	-		-	+	
	4				
			<u> </u>	\vdash	
	4				
		<u> </u>	L	L_	
Total number of other employees paid over \$50,000					0

Form 990-PF (2011) MORGAN CREEK FOUNDATION	20-3999739 P	age 7
Part VIII Information About Officers, Directors, Trustees, Foundation Managers Paid Employees, and Contractors (continued)	s, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000 (b) Ty	ype of service (c) Compens	sation
NONE		
Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities	<u> </u>	0
	1	
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	as the Expenses	
1 N/A		
1		
2		
3		
4		
		
Part IV-R Common of Drawer Deleted Investments		
Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount	
1 N/A	Amount	
Ι		
	·	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3	>	0.
	Form 990-PF (2011)

Page 8

Р	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndations,	see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	3,266,670.
C	Fair market value of all other assets	1c	295.
d	Total (add lines 1a, b, and c)	1d	3,266,965.
e	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation) 1e 0 •		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,266,965.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	49,004.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,217,961.
6	Minimum investment return. Enter 5% of line 5	6	160,898.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part.)	ıd certaın	-
1	Minimum investment return from Part X, line 6	1	160,898.
2a	Tax on investment income for 2011 from Part VI, line 5		
b	Income tax for 2011. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	36.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	160,862.
4	Recoveries of amounts treated as qualifying distributions	4	7,500.
5	Add lines 3 and 4	5	168,362.
6	Deduction from distributable amount (see instructions)	6	0.
7_	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	168,362.
P	Part XII Qualifying Distributions (see instructions)	· · · · ·	
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		440.000
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	419,093.
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	7	3a	
b	,	3b	440 000
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	419,093.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment	_	26
	income. Enter 1% of Part I, line 27b	5	36.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	419,057.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation	qualifies foi	the section
	4940(e) reduction of tax in those years.		

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI,	Острас	Toda o prior to 2010	2010	2011
line 7				168,362.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:				
,,		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008 4,698.				
d From 2009 118,505.				
e From 2010 174,060.				
f Total of lines 3a through e	297,263.			
4 Qualifying distributions for 2011 from				
Part XII, line 4: \triangleright \$ 419,093.			_	
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior		•		
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus				
(Election required - see instructions)	0.			160 262
d Applied to 2011 distributable amount	250 721			168,362.
e Remaining amount distributed out of corpus	250,731.			
5 Excess distributions carryover applied to 2011 (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:				
& Corpus Add lines 3f, 4c, and 4e Subtract line 5	547,994.			
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		0.		
d Subtract line 6c from line 6b. Taxable				
amount - see instructions		0.		
e Undistributed income for 2010. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract		-	ļ	
lines 4d and 5 from line 1. This amount must				
be distributed in 2012				0.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by	_			
section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006				
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012.	5.45 004			
Subtract lines 7 and 8 from line 6a	547,994.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008 4,698.				
c Excess from 2009 118,505.				
d Excess from 2010 174,060. e Excess from 2011 250,731.				
e Excess from 2011 250,731.		<u> </u>	<u> </u>	Form 000 DE (0044)

Part XIV Private Operating F	CREEK FOUND		A		99739 Page 10
			-A, question 9)	N/A	
1 a If the foundation has received a ruling of		, ,			
foundation, and the ruling is effective for	•	•	▶ └		
b Check box to indicate whether the found		ng foundation described i		4942(j)(3) or 4	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year	(1) 0010	Prior 3 years	1,0000	↓ <i>.</i>
income from Part I or the minimum	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
investment return from Part X for					
each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII,					
line 4 for each year listed					
d Amounts included in line 2c not					
used directly for active conduct of					
exempt activities					
e Qualifying distributions made directly					
for active conduct of exempt activities.					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the					
alternative test relied upon: a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying					
under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter					
2/3 of minimum investment return					
shown in Part X, line 6 for each year listed					
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)					-
(2) Support from general public and 5 or more exempt					
organizations as provided in					
section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from					
an exempt organization					
Part XV Supplementary Info	rmetica (Comple	to this part only	if the foundation	had \$5 000 as m	are in eccete
at any time during t			ii the louridation	i nau \$5,000 or m	ore in assets
	-	ructions.j		 	•
1 Information Regarding Foundation	•	1h 00/ - 64h - 4-4-1 1	h 1		
a List any managers of the foundation wh year (but only if they have contributed n	O have contributed more	than 2% of the total conti section 507(d)(2))	ributions received by the	foundation before the cit	ose of any tax
	ποιο επαιτ φο,σοσο). (σοσ ε	(u)(2).)			
MARK W. YUSKO					
b List any managers of the foundation wh other entity) of which the foundation has	o own 10% or more of the s a 10% or greater intere	ie stock of a corporation (st	or an equally large porti	on of the ownership of a p	partnership or
	o a 1070 or grouter intere				
NONE		O-b-tb			
2 Information Regarding Contribution					
Check here X if the foundation of the foundation makes gifts, grants, etc.					
	· - · · · · · · · · · · · · · · · · · ·			ompiete items za, b, c, an	u u
a The name, address, and telephone num	per of the person to who	m applications should be	addressed:		
h. The form in which applications should be	a cultimitted and informa	tion and motorials that of			
b The form in which applications should b	e submitted and informa		iouid ilicidde.		
c Any submission deadlines;					
d Any restrictions or limitations on awards	s, such as by geographic	al areas, charitable fields,	kinds of institutions, or	other factors:	
	_				- 000 7-
123601 12-02-11					Form 990-PF (2011)

Part XVI-A Analysis of Income-Producing Activities
--

nter gross amounts unless otherwise indicated.	Unrelated	business income	Exclu	ded by section 512, 513, or 514	(0)
mor gross amounts amoss otherwise maleates.	(a) Business	(b)	(c)	(d)	(e) Related or exempt
1 Program service revenue:	code	Amount	sion	Amount	function income
a	_				
b	_				
C	_				
d	_				
e					
f	_		-		
g Fees and contracts from government agencies			-		
2 Membership dues and assessments	-		 		· · · · · · · · · · · · · · · · · · ·
3 Interest on savings and temporary cash			1 4	2 (42	
Investments		<u> </u>	14	3,643.	
Dividends and interest from securities		·-	 		
5 Net rental income or (loss) from real estate:	-		 		
a Debt-financed property			1		
b Not debt-financed property					
Net rental income or (loss) from personal					
property Other process and process		<u>-</u>	1	-	
7 Other investment income 3 Gain or (loss) from sales of assets other					
than inventory					
Net income or (loss) from special events					
Gross profit or (loss) from sales of inventory	-		-		 -
Other revenue:	1				
h	_		+		
b	_		 		
d	_ 				
e			 		
2 Subtotal. Add columns (b), (d), and (e)		0.		3,643.	0
3 Total. Add line 12, columns (b), (d), and (e)				13	3,643
See worksheet in line 13 instructions to verify calculations.	.)				
Part XVI-B Relationship of Activities		nolishment of E	vomn	t Purposes	
rait Avi-b Nelationship of Activities	3 to the Accor		venib	t Fulposes	
ine No. Explain below how each activity for which ii			A contrib	outed importantly to the accom	plishment of
▼ the foundation's exempt purposes (other the foundation)	nan by providing fund	ls for such purposes).			
				 :	
				_	
					
					
					
	· · · · · · · · · · · · · · · · · · ·				
!					
				-	

Form 990 Part 2					ION and Transactions a	ınd Relationsl	20-39 nips With Nonch			ige 13
4 Did	the ore			of the fellower	a with any other areas.		504(-) -(- г т	Vaa	Na
					g with any other organization		on 501(c) of		Yes	140
					7, relating to political organ	izations				
		from the reporting found	ation to a noncharitat	ne exempt on	ganization of:					77
٠.	Cash							1a(1)		<u> X</u>
	Other	asseis sactions:						1a(2)		<u> </u>
			bla avemat areanizat							37
		of assets to a noncharita						1b(1)		<u>X</u>
		ases of assets from a no.	="	rganization				1b(2)		X
		of facilities, equipment,						1b(3)		X
		oursement arrangements or loan guarantees						1b(4)	-	X
		mance of services or me	amharchin ar fundraic	una colicitatio	ine			1b(5)		X
		facilities, equipment, ma	•	=				1b(6)		_ <u>X</u>
					pioyees dule. Column (b) should al	wave chow the four m	unrivat value of the acad	1c		
				-	ed less than fair market valu	•	•	•	eis,	
) the value of the goods,			cu icss than ian market valt	ic iii ariy iransaciion	or snaring arrangemen	i, Silow III		
(a) Line ne	 _	(b) Amount involved	, 		e exempt organization	(d) Description	of transfers, transactions, a	nd sharing arr	anneme	
. ,		<u></u>	(3)	N/A		(2) 3323 (2.10)			angome	
	+		_	-11/						
			1			-				
-										
					_					
					-		······································	,		
		<u> </u>						-		
		_								
							• • • • • • • • • • • • • • • • • • • •			
2a Ist	he four	idation directly or indirec	tly affiliated with, or re	elated to, one	or more tax-exempt organ	zations described	-			
ın s	ection	501(c) of the Code (othe	r than section 501(c)	(3)) or in sect	tion 527?			Yes	X	No
b If "	es," co	mplete the following sch								
		(a) Name of org	ganization		(b) Type of organization	(c) Description of relation	nship		
		N/A								
	Lindon	annelting of parties. I dealers	Abot I have averaged the							
C:	and be	penanies of perjury, I declare elief, it is true, correct, and cor	man i nave examined this mplete. Declaration of pre	s return, includir eparer (other tha	ng accompanying schedules and in taxpayer) is based on all inform	statements, and to the lation of which preparer		May the IRS o	liscuss	this
Sign Here		Marian	1/	_	12/1/12	Preside	^1 I	s <u>hown</u> below	(see ins	tr)?
Here	Sign	esture of officer or tructee	Juste	<u>. </u>	3/1/12	Title	KER	X Yes		∟ No
	J	ature of officer or trustee Print/Type preparer's na		Prepaker's s	Date !	Title Date	Check If PTI	N		
		Transcripte preparer 5 lik	anno	charge 22	ignature -	Date	self- employed	14		
Paid		APRIL WALK	(ER V	1 soll	1 6 20 h	2-6-12		00829	/1 Q	
Prepa	arer	Firm's name ► BLA		LOOP,	CPAS, P.A.	,-	Firm's EIN ▶	00023	<u> </u>	
Use (J_110 , 1 1111					
	-	Firm's address ▶ 14	14 RALEIG	H RD,	SUITE 300					

123622 12-02-11 CHAPEL HILL, NC 27517

(919)942-8700 Form **990-PF** (2011)

Phone no.

Part XV Supplementary Information 3 Grants and Contributions Paid During the N				
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or	Amount
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	Amount
COMMUNITIES IN SCHOOLS OF ORANGE COUNTY, INC. P.O. BOX 9454	NONE	501(C)(3)	ACADEMIC SUPPORT FOR THE END-OF-GRADE TESTING FOR LATINO	
CHAPEL HILL NC 27515-9454			STUDENTS	7,500
COMMUNITY SCHOOL FOR PEOPLE UNDER SIX P.O. BOX 633 CHAPEL HILL, NC 27514	NONE	501(c)(3)	PRESCHOOL PROGRAM	5,000
DURHAM CONGREGATIONS IN ACTION 504 W CHAPEL HILL STREET DURHAM, NC 27701	NONE	501(C)(3)	SUMMER CAREER ACADEMY	10,000,
DURHAM LITERACY CENTER P.O. BOX 52209 DURHAM, NC 27707	NONE	501(C)(3)	TEEN CAREER ACADEMY	17,000,
DURHAM NATIVITY SCHOOL P.O. BOX 3537 DURHAM, NC 27702	NONE	501(C)(3)	MIDDLE SCHOOL TUITION ASSISTANCE AND RELATED EDUCATION	10,000,
DURHAM YMCAS 218 MORGAN STREET DURHAM, NC 27701	NONE	501(C)(3)	Y LEARNING PROGRAM AT Y.E. SMITH ELEMENTARY	17,500,
DURHAM'S PARTNERSHIP FOR CHILDREN 1201 S BRIGGS AVENUE, SUITE 210 DURHAM, NC 27703	NONE	501(C)(3)	TRANSITION TO KINDERGARTEN (TDK) INTIATIVE	17,500,
EAST DURHAM CHILDREN'S INITIATIVE 411 W CHAPEL HILL STREET DURHAM, NC 27703	NONE	501(C)(3)	LEARNING LOSS PREVENTION CAMP	17,500,
EMILY KRZYZEWSKI FAMILY LIFE CENTER 904 W CHAPEL HILL STREET DURHAM, NC 27701	NONE	501(C)(3)	PIONEERS SCHOLAR PROGRAM	10,000
EXALT YOUTH 150 COURT STREET, 2ND FLOOR BROOKLYN, NY 11201	NONE	501(C)(3)	INTERNSHIP PROGRAM	15,000
Total from continuation sheets				367 750

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Y	T			
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Maine and address (nome of business)	or substantial contributor	recipient		
FUTURES FOR KIDS, INC 80 ST MARY'S STREET, SUITE 304 RALEIGH, NC 27605	NONE	501(C)(3)	MENTORING PROGRAMS FOR THE ORANGE COUNTY & CH/CARRBORO CITY SCHOOLS	7,500.
KIDZNOTES 120 MORRIS STREET DURHAM, NC 27701	NONE	501(C)(3)	CLASSICAL AND ORCHESTRAL MUSIC PROGRAM	10,000.
LITERACY COUNCIL OF WAKE COUNTY 916 WEST MORGAN STREET RALEIGH, NC 27603	NONE	501(C)(3)	JUVENILE LITERACY CENTER	15,000.
MIDDION, NO BYOUS			- "	13,000,
MINDS MATTERS 1120 AVENUE OF THE AMERICAS, 4TH FLOOR	NONE	501(C)(3)	SUMMER PROGRAM	
NEW YORK, NY 10036				12,500.
STUDENT U 3116 ACADEMY ROAD DURHAM, NC 27707-2699	NONE	501(C)(3)	STIPEND FOR STUDENT U	10,000,
THE DOOR-A CENTER FOR ALTERNATIVES, INC 121 AVENUE OF THE AMERICAS NEW YORK, NY 10801	NONE	501(C)(3)	EPOCH PROGRAM THAT PROVIDES TUTORING, COLLEGE PREPARATION AND CAREER DEVELOPMENT	15,000,
HEW TORK, MT 10001			IND CINCIAN DEVELOTMENT	15,000
THE DURHAM AT RISK YOUTH COLLABORATIVE P.O. BOX 964	NONE	501(C)(3)	DURHAM TRUANCY PROJECT	
DURHAM, NC 27702-0964		1		10,000.
THE HILL CENTER, INC 3200 PICKETT ROAD DURHAM, NC 27705	NONE	501(C)(3)	REMEDIAL TUTORING THROUGH THE HILLRAP IN AFTER SCHOOL PROGRAMS IN CHAPEL HILL/ORANGE	
			COUNTY	20,000,
WEE CARE CHILDREN'S ENRICHMENT PROGRAM	NONE	501(C)(3)	SCHOLARSHIPS FOR TWO STUDENTS	
P.O. BOX 30413 RALEIGH, NC 27622-0413				11,600.
				-
THE GLOBAL FUND FOR CHILDREN 1101 145H STREET NW, STE 420 WASHINGTON, DC 20005	NONE	501(C)(3)	AFTER-SCHOOL TUTORING FOR CHILDREN & YOUTH PROGRAM	5,000.
Total from continuation sheets				

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Ye		Τ		
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
ORANGE COUNTY HEAD START/EARLY HEAD START 800 EASTOWNE DRIVE, STE 105 CHAPEL HILL, NC 27514	NONE	501(C)(3)	PRESCHOOL BASIC PARENTING PROGRAM	3,650
DURHAM TEACHER WAREHOUSE CORPORATION PO BOX 51374 DURHAM, NC 27717	NONE	501(C)(3)	I4M PROGRAM	10,000,
CHAPEL HILL CARRBORO YMCA 680 MARTIN LUTHER KING JR BLVD CHAPEL HILL, NC 27514	NONE	501(C)(3)	BOOMERANG PROGRAM (RESILIENCY TRAINING PROGRAM FOR SUSPENDED STUDENTS)	7,500,
NC CONNECTED INC 4400 BIRMINGHAM WAY RALEIGH, NC 27604	NONE	501(C)(3)	TRAINING AND CERTIFYING NEW INSTRUCTORS	7,500,
VOLUNTEERS FOR YOUTH 205 LLOYD ST, STE 103 CARRBORO, NC 27510	NONE	501(C)(3)	MENTORING PROGRAM	12,000.
THE ARTSCONNECTION, INC 520 EIGHT AVE, STE 321 NEW YORK, NY 10018	NONE	501(C)(3)	STUDENT ART PROGRAM	10,000.
BOYS AND GIRLS CLUB OF EASTERN PIEDMONT 107 JOHNSON ST	NONE	501(C)(3)	CHAPEL HILL YOUTH	
CHAPEL HILL, NC 27516 COMMUNITIES IN SCHOOLS OF DURHAM 3412 WESTGATE DR, STE 301 DURHAM, NC 27707	NONE	501(C)(3)	CAREER EXPLORATION, JOB INTERNSHIPS AND COLLEGE TOURS FOR MIDDLE & HIGH SCHOOL STUDENTS	5,000 ,
DURHAM PUBLIC SCHOOLS' HOSPITAL SCHOOL TRENT DRIVE, BOX 3039 HOSPITAL SOUTH DURHAM, NC 27710	NONE	501(C)(3)	EQUIPPING TEACHERS WITH IPADS	5,500
VOICES TOGETHER PO BOX 16721 CHAPEL HILL NC 27514 Total from continuation sheets	NONE	501(C)(3)	MUSIC PROGRAM	5,000.

Part XV Supplementary Information 3 Grants and Contributions Paid During the				
Recipient	If recipient is an individual,	<u> </u>		
Name and address (home or business)	show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
<u> </u>	or substantial contributor	recipient		
EDGE TRAINING AND PLACEMENT INC	NONE	501(C)(3)	GED PROGRAM	
1107 HOLLOWAY ST		551(6)(5)	OBS TROOKEN	
DURHAM, NC 27701				7,500
HIGH WATER WOMEN FOUNDATION INC	NONE	501(C)(3)	FINANCIAL LITERACY	
590 MADISON AVE, 31ST FLOOR			PROGRAM	
NEW YORK, NY 10022				10,000
C-STEP	NONE	501(C)(3)	C-STEP PROGRAM	
153 COUNTRY CLUB DR				45.000
CHAPEL HILL, NC 27514				15,000
REALITY MINISTRIES	NONE	501(C)(3)	REBOUND PROGRAM	
PO BOX 242				
DURHAM, NC 27702				7,500
SAINT MARY'S SCHOOL	NONE	501(C)(3)	ANNUAL FUND	
900 HILLSBOROUGH ST RALEIGH NC 27603				F 000
RADDIGH NC 27003				5,000
CHAPEL HILL-CARRBORO PUBLIC SCHOOL FOUNDATION	NONE	501(C)(3)	15TH ANNUAL WALK FOR EDUCATION	
PO BOX 877 CARRBORO, NC 27510				1 500
CARREDORO, NC 2/310				1,500
THE VOLUNTEER CENTER OF DURAHM	NONE	501(C)(3)	BACKPACK PALOOZA EVENT	
700 W MAIN STREET DURHAM, NC 27701			SPONSOR	1 500
DURNAM, NC 27701				1,500
Total from continuation sheets				

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Employer identification number Name of the organization MORGAN CREEK FOUNDATION 20-3999739 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, total 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 total 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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

MORGAN CREEK FOUNDATION

20-3999739

Part I	Contributors (see instructions). Use duplicate copies of Part I if additional	I space is needed	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MORGAN CREEK CAPITAL MANAGEMENT, LLC 301 WEST BARBEE CHAPEL ROAD, SUITE 200 CHAPEL HILL, NC 27517	\$ <u>800,000.</u>	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

MORGAN CREEK FOUNDATION

20-3999739

(b) Description of noncash property given (b) Description of noncash property given	(c) FMV (or estimate) (see instructions) \$ (c) FMV (or estimate) (see instructions)	(d) Date received (d) Date received
	(c) FMV (or estimate)	
	FMV (or estimate)	
	—	4
	\$	
(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	\$	
(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	\$	
(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	\$	
(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given (b) Description of noncash property given (b)	Description of noncash property given (b) Description of noncash property given (c) FMV (or estimate) (see instructions) (d) FMV (or estimate) (see instructions) (e) FMV (or estimate) (see instructions) (c) FMV (or estimate) (see instructions)

Name of orga	anization		Employer identification number				
MORGAN	CREEK FOUNDATION		20-3999739				
Part III	Exclusively religious, charitable, etc., indiverse. Complete columns (a) through (e) and the total of exclusively religious, charitable, etc. Use duplicate copies of Part III if addition	he following line entry. For organizatio c., contributions of \$1,000 or less for	(7) (8) or (10) organizations that total more than \$1 000 for the				
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held				
		(e) Transfer of gif	1				
_	Transferee's name, address, a		Relationship of transferor to transferee				
(a) No.	(b) Purpose of gift	(c) Use of gift	(d) Decoription of how with in hold				
Part I	(b) Ful pose of gift	(c) Ose of gift	(d) Description of how gift is held				
		(e) Transfer of gif					
-	Transferee's name, address, a	_	Relationship of transferor to transferee				
(a) No. from Part I	(b) Purpose of gift (c) Use of		(d) Description of how gift is held				
	(e) Transfer of gift						
	Transferee's name, address, a	nd ZIP + 4	Relationship of transferor to transferee				
(a) Na							
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held				
	Transferee's name, address, a	(e) Transfer of gif					
	ir arisieree s name, auuress, a		Relationship of transferor to transferee				

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM	FORM 990-PF PAGE 1						990-PF							
Asset	Description	Date Acquired	Method	Lıfe	No c >	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
_	отнек									-				_
	16 WEB DESIGN	06/29/09	SL	3.00	16	1,800.			900.	900	450.		300.	750.
• •	17 FILING CABINET	08/18/10 200DB	200DB	5.00	HY17	602.			301.	301.	.09		.96	156.
	18 WEB DESIGN UPDATE	05/13/11	SL	3.00	16	765.			•	765.			765.	765.
	19 EMAIL UPDATE	07/29/11	SL	3.00	16	510.				510.			510.	510.
	20 ONLINE FORMS	10/28/11	SL	3.00	16	468.				468.			468.	468.
	* 990-PF PG 1 TOTAL OTHER					4,145.			1,201.	2,944.	510.		2,139.	2,649.
	* GRAND TOTAL 990-PF PG 1 DEPR					4,145.			1,201.	2,944.	510.		2,139.	2,649.
														_
					-					_				
											,			
									_					
													- "	
128111 05-01-11					-	(D) - Asset disposed	peso		1 *	ITC, Salvage, I	* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone	ercial Revital	ization Deduct	ion, GO Zone

FORM 990-PF INTEREST ON SAV	INGS AND TEM	PORARY CASH II	NVESTMENTS	STATEMENT 1
SOURCE				AMOUNT
BANK OF AMERICA CHARLES SCHWAB			_	3,596. 47.
TOTAL TO FORM 990-PF, PART I	, LINE 3, CO	LUMN A	_	3,643.
FORM 990-PF	ACCOUNTI	NG FEES		STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		
ACCOUNTING FEES	1,250.	0.		313.
TO FORM 990-PF, PG 1, LN 16B				313.
FORM 990-PF	TAX	P.C.		CMA MEMENTO 2
	TAX		· · · · · · · · · · · · · · · · · · ·	STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		
PAYROLL	659.	0.		165.
TO FORM 990-PF, PG 1, LN 18	659.	0.		165.
FORM 990-PF	OTHER E	XPENSES		STATEMENT 4
			<u> </u>	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DATA SERVICE MEMBERSHIP DUES MEALS AND ENTERTAINMENT	300. 4,108. 1,231.			75. 1,027. 0.
OFFICE EXPENSE PROFESSIONAL DEVELOPMENT SPONSORSHIPS	1,291. 495. 450.	0. 0.		323. 248. 0.
CORPORATE INSURANCE PAYROLL FEES	1,978. 787.	0.		495. 197.
TO FORM 990-PF, PG 1, LN 23	10,640.	0.		2,365.

FORM 990-PF DEPRECIATION OF ASSE	TS NOT HELD FOR	INVESTMENT	STATEMENT 5
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE EQUIPMENT SOFTWARE	602. 3,543.	458. 3,392.	144. 151.
TOTAL TO FM 990-PF, PART II, LN 14	4,145.	3,850.	295.