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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation Mark and Jessie Milano Foundation		A Employer identification number 20-8004580
Number and street (or P O. box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd	Room/suite 123	B Telephone number (see instructions) (800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809-1377		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,864,680	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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				
	4 Dividends and interest from securities	127,701	125,154		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	215,338			
	b Gross sales price for all assets on line 6a 3,043,597				
	7 Capital gain net income (from Part IV, line 2)		215,338		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	997				
12 Total. Add lines 1 through 11	344,036	340,492			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	40,506	40,506		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,829	659		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	27,232	15		27,217
	24 Total operating and administrative expenses. Add lines 13 through 23	73,567	41,180		27,217
	25 Contributions, gifts, grants paid	158,000			158,000
26 Total expenses and disbursements. Add lines 24 and 25	231,567	41,180		185,217	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	112,469				
b Net investment income (if negative, enter -0-)		299,312			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.
(HTA)Form **990-PF** (2011)

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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			
	2 Savings and temporary cash investments	87,161	31,872	31,872
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	836,807	951,717	1,002,408
	b Investments—corporate stock (attach schedule)	2,590,413	2,706,403	2,992,192
	c Investments—corporate bonds (attach schedule)	873,063	809,921	838,208
Liabilities	11 Investments—land, buildings, and equipment: basis			
	Less accumulated depreciation (attach schedule)			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	4,387,444	4,499,913	4,864,680
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	4,387,444	4,499,913	
	30 Total net assets or fund balances (see instructions)	4,387,444	4,499,913	
	31 Total liabilities and net assets/fund balances (see instructions)	4,387,444	4,499,913	

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	4,387,444
2 Enter amount from Part I, line 27a	2	112,469
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	4,499,913
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,499,913

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 Publicly-traded Securities				
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 3,043,597		2,828,259	215,338	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			215,338	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 215,338
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 instructions). If (loss), enter -0- in Part I, line 8		3

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	127,462	4,644,511	0.027444
2009	306,061	4,157,136	0.073623
2008	292,887	4,892,251	0.059868
2007	54,500	5,524,255	0.009866
2006	0	2,487,125	0.000000
2 Total of line 1, column (d)			2 0.170801
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 0.034160
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 4,974,891
5 Multiply line 4 by line 3			5 169,942
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,993
7 Add lines 5 and 6			7 172,935
8 Enter qualifying distributions from Part XII, line 4			8 185,217

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1	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	2,993
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	2,993
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	2,993
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,188
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	5,188
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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,195
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 2,195 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?		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)? 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		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		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		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?	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	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA, DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

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 privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	X	
14	The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754 Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

	Yes	No
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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	N/A
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ 20 , 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
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 2011 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 2011)	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 2011?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 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?☐ 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

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 N/A

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

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

2 Compensation of five highest-paid employees (other than those included on line 1—see 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				
		.00		
		.00		
		.00		
		.00		
		.00		

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

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 instructions). If none, enter "NONE."**

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

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

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	
.....	
2	
.....	
3	
.....	
4	
.....	

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

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

	Amount
1	
.....	
2	
.....	
All other program-related investments. See instructions.	
3	
.....	

Total. Add lines 1 through 3 ▶

0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,951,805
b	Average of monthly cash balances	1b	98,846
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	5,050,651
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	5,050,651
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	75,760
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,974,891
6	Minimum investment return. Enter 5% of line 5	6	248,745

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	248,745
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,993
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	2,993
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	245,752
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	245,752
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	245,752

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	185,217
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
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	185,217
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 instructions)	5	2,993
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	182,224

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				245,752
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			182,431	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	0			
e From 2010	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 185,217				
a Applied to 2010, but not more than line 2a			182,431	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				2,786
e Remaining amount distributed out of corpus	0			
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:				
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 instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				242,966
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

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 <i>Paid during the year</i>				
1-A DISTRICT AGRICULTURAL ASSOCIATION 2600 GENEVA AVE DALY CITY CA 94014	N/A	509(a)(1)	Grand National Foundation	3,000
ARTS SCIENCE & TECH EDU CORP OF TEHACHA 23001 SAN JUAN DR TEHACHAPI CA 93561	N/A	509(a)(1)	General & Unrestricted	500
ARTS SCIENCE & TECH EDU CORP OF TEHACHA 23001 SAN JUAN DR TEHACHAPI CA 93561	N/A	509(a)(1)	Lead the Way Project	5,000
BEAR VALLEY POLICE-VIPS 25101 BEAR VALLEY RD TEHACHAPI CA 93561	N/A	509(a)(1)	General & Unrestricted	3,000
BEAR VALLEY SPRGS COMM REC FACILITIES FDN 29541 ROLLINGOAK DR TEHACHAPI CA 93561	N/A	509(a)(1)	Construction of a Covered Arena	50,000
BEAR VALLEY SPRGS COMM REC FACILITIES FDN 29541 ROLLINGOAK DR TEHACHAPI CA 93561	N/A	509(a)(1)	Lighting at the Covered Arena	5,000
CAL POLY CORPORATION 1 GRAND AVE SAN LUIS OBISPO CA 93407	N/A	509(a)(1)	Agri-Fair (Katherine Rosser Senior Project)	1,000
CENTRAL MODOC RIVER CENTER 600 S MAIN ST ALTURAS CA 96101	N/A	509(a)(1)	General & Unrestricted	17,500
COMMUNITY FDNS OF THE HUDSON VALLEY 80 WASHINGTON ST, STE 201 POUGHKEEPSIE NY 12601	N/A	509(a)(1)	Mark Milano Scholarship Fund	10,000
SHASTA REGIONAL COMMUNITY FOUNDATION 1335 ARBORETUM DR STE B REDDING CA 96003	N/A	509(a)(1)	Modoc Medical Center - Purchase of a Digital Radiography Unit	35,000
SHASTA REGIONAL COMMUNITY FOUNDATION 1335 ARBORETUM DR STE B REDDING CA 96003	N/A	509(a)(1)	Modoc Medical Center - Purchase of a Digital Radiography Unit	5,000
Total See Attached Statement			▶ 3a	158,000
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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 instructions)
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	127,701	
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	215,338	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a <u>Federal Tax Refund</u>			01	997	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0		344,036	0
13 Total. Add line 12, columns (b), (d), and (e)				13	344,036

13 Total. Add line 12, columns (b), (d), and (e)
(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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 | | |

[illegible]

- 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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

9.10.12
Date

PRESIDENT
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Jeffrey D. Haskell

Preparer's signature

Jeffrey D. Haskell

Date _____

4/18/2012

Check ☐ if
self-employed

PTIN

P01345770

Firm's name ► Foundation Source

Firm's EIN ► 51-0398347

Firm's address ► 55 Walls Drive, Fairfield, CT 06824

Phone no (800) 839-1754

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

TOTAL:				997	0	0
	Description	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income		
1	Federal Tax Refund	997	0			
2						
3						
4						
5						
6						
7						
8						
9						
10						

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

		TOTAL:	40,506	40,506	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose	
1	Investment Management Services	40,506	40,506	0	0	
2						
3						
4						
5						
6						
7						
8						
9						
10						

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

		TOTAL:					
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose		
1	Estimated Tax for 2011	4,600	0	0	0	0	0
2	Foreign Tax Paid	659	659	0	0	0	0
3	Payment with 2008 Form 4720	570	0	0	0	0	0
4							
5							
6							
7							
8							
9							
10							

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

TOTAL:					27,232	15	0	27,217
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Administrative Fees	27,192	0	0	27,192			
2	Bank Charges	15	15	0	0			
3	State or Local Filing Fees	25	0	0	25			
4								
5								
6								
7								
8								
9								
10								

Form 990-PF, Part II, Line 10a - Investments - U.S. and State Government Obligations

		TOTAL:	Book Value End of Year	FMV End of Year
	Description			
1	CALIFORNIA ST BUILD AMERICA BONDS 13063BJA1 (13063BJA1)		40,435	43,668
2	CALIFORNIA ST RANS SER. A-1 - 2 000% - 06/26/2012 (13063BLK6)		35,425	35,271
3	FFCB - 0 600% - 08/01/2013 (31331KTH3)		60,000	60,077
4	FHLB - 5 000% - 11/17/2017 (3133XMQ87)		61,122	72,006
5	FHLB R009 - 5.750% - 12/15/2018 (31397BMQ1)		6,061	6,926
6	FHLMC - 0 500% - 11/29/2013 (3134G26U1)		55,000	54,946
7	FHLMC - 3 000% - 07/28/2014 (3137EACD9)		94,462	95,616
8	FHLMC - 3 750% - 03/27/2019 (3137EACA5)		64,803	74,237
9	FHLMC - 4.875% - 11/15/2013 (3134A4UK8)		42,667	43,353
10	FNMA - 0.700% - 09/19/2014 (3135G0DF7)		55,000	54,892
11	FNMA - 4.375% - 10/15/2015 (31359MZC0)		124,609	124,298
12	US TREAS - 1.000% - 07/15/2013 (912828NN6)		25,083	25,302
13	US TREAS NOTE - 2 625% - 08/15/2020 (912828NT3)		84,404	91,720
14	US TREAS NOTE - 4 000% - 02/15/2014 (912828CA6)		83,655	86,303
15	US TREAS NOTE - 4 250% - 08/15/2015 (912828EE6)		48,342	51,026
16	US TREAS NOTE - 4 250% - 11/15/2017 (912828HH6)		70,649	82,767

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

		TOTAL:		2,706,403		2,992,192	
	Description	Shares	Book Value End of Year	FMV End of Year			
1	ACE LTD (ACE)	630	39,124	44,176			
2	APACHE CORPORATION (APA)	440	38,580	39,855			
3	APPLE INC. (AAPL)	350	90,035	141,749			
4	ARCHER DANIELS MIDLAND (ADM)	1,880	63,304	53,768			
5	BAXTER INTERNATIONAL INC. (BAX)	765	39,128	37,852			
6	BOEING CO (BA)	890	58,440	65,282			
7	CATERPILLAR INC. (CAT)	500	20,844	45,300			
8	CELGENE CORP (CELG)	840	48,479	56,784			
9	CNI HIGH YLD FUND (CHYIX)	11,821	97,486	97,523			
10	COLES MEYER LTD ADR (CM)	640	46,753	46,317			
11	COMCAST CORP CL A (CMCSA)	1,820	46,680	43,152			
12	COMP DE BEBA AM ADS (ABV)	1,120	32,405	40,421			
13	COSTCO WHOLESALE CORP NEW (COST)	400	22,967	33,328			
14	CVS CAREMARK CORP. (CVS)	1,620	60,340	66,064			
15	DEERE CO (DE)	415	24,480	32,100			
16	DEVON ENERGY CORPORATION (DVN)	590	44,951	36,580			
17	DIRECTV GROUP (DTV)	540	24,478	23,090			
18	DR PEPPER/7-UP COMP (DPS)	880	32,969	34,742			
19	EDISION INTL (EIX)	1,160	40,074	48,024			
20	EMC CORP-MASS (EMC)	2,355	44,146	50,727			
21	EXXON MOBIL CORP (XOM)	1,060	74,328	89,846			
22	FOMENTO ECONOMICO MEXICANO (FMX)	410	27,274	28,581			
23	FREEPORT-MCMORAN COPPER & GOLD INC (FCX)	940	36,937	34,583			
24	GENERAL ELECTRIC CO (GE)	2,290	36,847	41,014			
25	GILEAD SCIENCES INC (GILD)	1,405	52,387	57,507			
26	GOOGLE INC CL A (GOOG)	140	73,934	90,426			
27	HEALTH CARE PPTY INVS INC (HCP)	680	26,137	28,172			
28	HOME DEPOT INC (HD)	1,270	49,507	53,391			
29	INTERNATIONAL BUSINESS MACHINES (IBM)	255	26,995	46,889			
30	IRON MOUNTAIN NEW (IRM)	1,410	43,639	43,428			
31	ISHARE MSCI BELGIUM (EWK)	331	3,636	3,505			
32	ISHARE MSCI FRANCE (EWQ)	225	5,211	4,406			
33	ISHARE MSCI GERMANY (EWG)	831	18,627	15,972			
34	ISHARE MSCI SWEDEN (EWD)	247	6,719	6,210			
35	ISHARE MSCI UK INDEX (EWU)	2,023	31,533	32,692			
36	ISHARES INC MSCI SWITZERLAND INDEX FD (EWL)	416	9,652	9,410			
37	ISHARES MSCI AUSTRALIA INDEX FD (EWA)	650	14,526	13,936			
38	ISHARES MSCI-HONG KONG (EWH)	332	5,529	5,136			
39	ISHARES MSCI-JAPAN (EWJ)	2,416	23,567	22,010			
40	JC PENNEY (JCP)	1,540	40,856	54,131			
41	MATTHEWS PACIFIC TIGER FUND (MAPTX)	6,935	135,572	140,992			

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

		TOTAL:		2,708,403	2,992,192
	Description	Shares	Book Value End of Year	FMV End of Year	
42	METROPCS COMM INC (PCS)	3,570	44,962	30,988	
43	MICROSOFT CORPORATION (MSFT)	1,670	45,267	43,353	
44	MSCI NETHERLANDS INVEST MKT INDEX (EWN)	258	5,093	4,445	
45	MYLAN INC (MYL)	2,550	57,576	54,723	
46	NATL OILWELL VARCO (NOV)	570	27,141	38,754	
47	ORACLE CORP (ORCL)	1,850	36,852	47,453	
48	PEABODY ENERGY CORP (BTU)	1,320	70,629	43,705	
49	PNM RESOURCES INC (PNM)	2,530	36,992	46,122	
50	POTASH CORPORATION OF SASKATCHEWAN INC (POT)	990	31,626	40,867	
51	PRUDENTIAL FINCL INC (PRU)	1,000	52,050	50,120	
52	PUBLIC STORAGE INC (PSA)	350	41,255	47,061	
53	QUALCOMM INC (QCOM)	1,030	53,189	56,341	
54	SCHLUMBERGER LTD (SLB)	770	66,867	52,599	
55	SHIRE PHARMACEUTICALS, INC (SHPGY.PK)	500	42,024	51,950	
56	SIMON PPTY GROUP INC NEW (SPG)	210	26,013	27,077	
57	ST JUDE MED INC (STJ)	990	37,222	33,957	
58	STARBUCKS CORP COM (SBUX)	1,020	17,370	46,930	
59	TARGET CORPORATION (TGT)	1,085	50,419	55,574	
60	TESCO PLC ADR (TSCDY.PK)	2,240	40,339	42,202	
61	TRAVELERS COMPANIES INC (THE) (TRV)	790	39,038	46,744	
62	UNION PACIFIC (UNP)	420	39,531	44,495	
63	VANGUARD SM-CAP ETF (VB)	1,855	108,510	129,238	
64	VERIZON COMMUNICATIONS (VZ)	1,225	40,090	49,147	
65	WILLIS GROUP HOLDINGS LTD (WSH)	1,270	37,472	49,276	

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

		TOTAL:		809,921	838,208
	Description	Shares	Book Value End of Year	FMV End of Year	
1	ALABAMA POWER CO BOND 04.85000% 12/15/2012 (010392EY0)	40,000	40,091	41,593	
2	AMERICAN EXPRESS CR CORP - 2.800% - 09/19/2016 (0258M0DC0)	20,000	19,983	20,227	
3	ANHEUSER BUSCH INBEV WWMDE - 5.375% - 11/15/2014 (03523TBG2)	15,000	16,461	16,667	
4	AT&T INC NOTE - 2.400% - 08/15/2016 (00208RAY8)	30,000	29,273	30,811	
5	BARCLAYS BK 4.5% 3/10/17 (06740JM98)	35,000	35,000	31,693	
6	BOTTLING GROUP LLC - 4.625% - 11/15/2012 (10138MAB1)	45,000	44,724	46,522	
7	CISCO SYSTEMS INC - 5.000% - 02/22/2016 (17275RAC6)	35,000	37,793	40,714	
8	CITIGROUP INC 5.125% 5/5/14 (172967CK5)	55,000	54,252	56,287	
9	DELL INC NT 5.87500% 06/15/2019 (24702RAJ0)	30,000	34,397	35,230	
10	DOW CHEMICAL CO THE NOTE - 4.250% - 11/15/2020 (260543CC5)	20,000	19,675	20,743	
11	GENERAL ELEC CAP CORP - 6.000% - 06/15/2012 (36962GYY4)	65,000	65,716	68,432	
12	GOLDMAN SACHS GROUP INC 5.625% 01/15/2017 (38141GEU4)	45,000	44,574	44,127	
13	HEWLETT-PACKARD CO GLBL NT 04.75000% 06/02/2014 (428236AV5)	30,000	31,108	31,841	
14	JEFFERIES GROUP INC 8.5% 07/15/2019 (472319AF9)	15,000	16,339	15,225	
15	JP MORGAN CHASE NOTE 6.000% 10/01/2017 (48121CYK6)	30,000	32,275	32,279	
16	KIMCO REALTY CORP NOTE 06.87500% 10/01/2019 (49446RAJ8)	15,000	15,974	17,260	
17	MERRILL LYNCH & CO INC BOND DTD 5/16/2006 6.05% 5/16/2016 (5901884M7)	40,000	32,411	38,488	
18	METLIFE INC NOTES 07.71700% 02/15/2019 (59156RAT5)	30,000	31,583	37,712	
19	MORGAN STANLEY NOTES 05.50000% 01/26/2020 (61747YCM5)	35,000	33,961	31,859	
20	NOMURA HOLDINGS INC NOTE- 4.125% - 01/19/2016 (65535HAC3)	20,000	19,858	19,518	
21	ONTARIO PROVINCE OF BOND - 1.600% - 09/21/2016 (683234DP0)	55,000	54,934	54,831	
22	SYMANTEC CORP - 2.750% - 09/19/2010 (871503AG3)	20,000	19,412	20,236	
23	TARGET 6% 1/15/2018 (87612EAS5)	30,000	35,527	36,551	
24	VERIZON COMMUNICATIONS - 5.550% - 02/15/2016 (92343VAC8)	45,000	44,600	51,362	

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

	Name	Street	City	State	Zip Code	Title	TOTAL:				Expense Acct
							Avg Hrs	Comp	Benefits	0	
1	Jessie Milano	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Vice President / Director	1	0	0	0	0
2	Mark R Milano	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	President / Director / Secretary	1	0	0	0	0
3											
4											
5											
6											
7											
8											
9											
10											

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

Recipient(s) paid during the year

Name

TEHACHAPI HERITAGE LEAGUE

Street

PO BOX 54

City

TEHACHAPI

State

CA

Zip Code

93581

Foreign Country

Relationship

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

TEHACHAPI MOUNTAIN RODEO ASSOCIATION

Street

PO BOX 63

City

TEHACHAPI

State

CA

Zip Code

93581

Foreign Country

Relationship

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

THOMAS MIDNIGHT PEWITT MEMORIAL RANCH RODEO CHARITY

Street

P.O. BOX 416

City

GLENVILLE

State

CA

Zip Code

93226

Foreign Country

Relationship

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

3,000

Name

TRUSTEES OF UNION COLLEGE

Street

807 UNION ST

City

SCHENECTADY

State

NY

Zip Code

12308

Foreign Country

Relationship

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0