



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



**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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation Luchen Foundation		A Employer identification number 27-1424418
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 <input checked="" type="checkbox"/>
G Check all that apply		D 1. Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return <input type="checkbox"/> Amended return		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change <input type="checkbox"/> Name change		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <input checked="" type="checkbox"/> \$ 522,415	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	12,675	12,343		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	10,786			
	b Gross sales price for all assets on line 6a 61,273				
	7 Capital gain net income (from Part IV, line 2)		10,786		
	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)					
12 Total. Add lines 1 through 11	23,461	23,129			
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)	3,601	3,601		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	186	78		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	6,994	14		6,980
	24 Total operating and administrative expenses. Add lines 13 through 23	10,781	3,693		6,980
	25 Contributions, gifts, grants paid	12,000			12,000
26 Total expenses and disbursements. Add lines 24 and 25	22,781	3,693		18,980	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	680				
b Net investment income (if negative, enter -0-)		19,436			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

SCANNED SEP 24 2012

14

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	18,704	17,758	17,758
	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)	42,114	42,114	42,825
	b Investments—corporate stock (attach schedule)	361,725	363,351	388,658
	c Investments—corporate bonds (attach schedule)	74,833	74,833	73,174
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)	497,376	498,056	522,415
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
Net Assets or Fund Balances	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	497,376	498,056	
	30 Total net assets or fund balances (see instructions)	497,376	498,056	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances (see instructions)	497,376	498,056	

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	497,376
2 Enter amount from Part I, line 27a	2	680
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	498,056
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	498,056

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 61,273		50,487	10,786	
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			10,786	
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	10,786
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.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	7,842	514,074	0.015255
2009	0	246,250	0.000000
2008			0.000000
2007			0.000000
2006			0.000000

2 Total of line 1, column (d)	2	0.015255
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	0.007628
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	543,758
5 Multiply line 4 by line 3	5	4,148
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	194
7 Add lines 5 and 6	7	4,342
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	18,980

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	194
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	194
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
3 Add lines 1 and 2		5	194
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	55
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments		6c	139
a 2011 estimated tax payments and 2010 overpayment credited to 2011		6d	
b Exempt foreign organizations—tax withheld at source		7	194
c Tax paid with application for extension of time to file (Form 8868)		8	0
d Backup withholding erroneously withheld		9	0
7 Total credits and payments. Add lines 6a through 6d		10	0
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	0
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 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>			

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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/> 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?	13	X	
Website address ▶				
14	The books are in care of ▶ 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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	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 ▶ <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>	5b	N/A
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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	537,283
b	Average of monthly cash balances	1b	14,756
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	552,039
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	552,039
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	8,281
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	543,758
6	Minimum investment return. Enter 5% of line 5	6	27,188

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	27,188
2a	Tax on investment income for 2011 from Part VI, line 5	2a	194
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	194
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	26,994
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	26,994
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	26,994

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	18,980
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	18,980
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	194
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	18,786

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				26,994
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			18,768	
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 ▶ \$ <u>18,980</u>				
a Applied to 2010, but not more than line 2a			18,768	
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				212
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				26,782
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)

N/A

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

Onnie Lu

Robert Chen

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

NONE

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

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

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

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

- c Any submission deadlines**

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> FAMILY KEEPERS INC 20672 CARREY RD WALNUT CA 91789	N/A	509(a)(1)	General & Unrestricted	12,000
Total			▶ 3a	12,000
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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	12,675	
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	10,786	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0		23,461	0
13 Total. Add line 12, columns (b), (d), and (e)				23,461	23,461

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

- | | | |
|--|--------------|--|
| 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? | Yes | |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| (1) Cash | 1a(1) | |
| (2) Other assets | 1a(2) | |
| b Other transactions | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | |
| (4) Reimbursement arrangements | 1b(4) | |
| (5) Loans or loan guarantees | 1b(5) | |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | |
| 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 | | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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

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.

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

Paid
Preparer
Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Jeffrey D. Haskell	Jeffrey D. Haskell	3/21/2012		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 16c - Other Professional Fees

TOTAL:					3,601	3,601	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Investment Management Services	3,601	3,601	0	0			
2								
3								
4								
5								
6								
7								
8								
9								
10								

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

TOTAL:					186	78	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Foreign Tax Paid	78	78	0	0			
2	IRS Excise Tax Payment with 1st ext 990-PF	54	0	0	0			
3	IRS Excise Tax Payment with 2nd ext 990-PF	54	0	0	0			
4								
5								
6								
7								
8								
9								
10								

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

TOTAL:					6,994	14	0	6,980
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Administrative Fees	6,955	0	0	6,955			
2	Bank Charges	13	14	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:				42,114	42,825
	Description	Book Value End of Year	FMV End of Year		
1	FFCB - 3 000% - 09/22/2014 (31331GL80)	10,212	10,660		
2	FFCB - 4 300% - 03/12/2014 (31331TWZ0)	10,776	10,830		
3	FHLB - 4 750% - 11/14/2014 (3133XBMT9)	10,940	11,167		
4	ILLINOIS ST GO BDS SER JAN 2010 03.32100% 1/1/13 (4521518T3)	10,186	10,168		
5					
6					
7					
8					
9					
10					

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

		Description	TOTAL:			FMV End of Year
			Shares	Book Value End of Year	363,351	388,658
1		ACCENTURE PLC (ACN)	110	4,655		5,855
2		AIR PRODS & CHEM INC. (APD)	30	2,454		2,556
3		ALCOA INC (AA)	160	2,589		1,384
4		ALPHA NATURAL RES (ANR)	40	1,937		817
5		AMAZON COM (AMZN)	20	2,471		3,462
6		AMERICA MOVIL SA (AMX)	160	3,794		3,616
7		AMGEN INC (AMGN)	80	4,524		5,137
8		ANALOG DEVICES INC (ADI)	160	4,744		5,725
9		APPLE INC (AAPL)	10	1,952		4,050
10		APPLIED MATERIALS INC. (AMAT)	190	3,025		2,035
11		ARCHER DANIELS MDLND (ADM)	80	2,440		2,288
12		AT&T CORP COM NEW (T)	180	4,852		5,443
13		BAIDU COM - ADR (BIDU)	20	2,132		2,329
14		BANCO BRADESCO S.A SPONS ADR NEW (BBD)	145	2,641		2,419
15		BANCO ITAU HOLDING FINANCIERA (ITUB)	220	4,704		4,083
16		BANK OF HAWAII CORP (BOH)	40	1,893		1,780
17		BIOGEN IDEC INC (BIIB)	50	2,668		5,503
18		BOEING CO (BA)	40	2,465		2,934
19		CAMECO CORPORATION (CCJ)	125	3,841		2,256
20		CAPITAL ONE FINANCIAL CORP (COF)	120	4,686		5,075
21		CATERPILLAR INC. (CAT)	60	3,305		5,436
22		CELGENE CORP (CELG)	50	2,781		3,380
23		CF IND HOLDINGS (CF)	20	3,380		2,900
24		CHEVRONTXACO CORP (CVX)	30	2,401		3,192
25		CHUBB CORP (CB)	50	2,438		3,461
26		CISCO SYSTEMS INC (CSCO)	200	4,681		3,616
27		CITIGROUP INC (C)	60	2,929		1,579
28		CNOOC LTD ADS (CEO)	20	2,999		3,494
29		COACH INC (COH)	120	4,299		7,324
30		COMPANHIA SANEAD ADS (SBS)	40	1,607		2,226
31		COMPANHIA SIDER ADS (SID)	170	2,823		1,391
32		CONOCOPHILLIPS (COP)	90	4,551		6,557
33		COSTCO WHOLESALE CORP NEW (COST)	40	2,373		3,333
34		CSX CORP (CSX)	300	4,777		6,317
35		CTRP COM INTL, LTD. - AMERICAN DEPOSITARY SHARES (CTRP)	40	1,457		936
36		DEUTSCHE BANK AG (DB)	50	2,867		1,893
37		DIAGEO PLC ADS (DEO)	40	3,061		3,497
38		DIGITAL RLTY TR INC (DLR)	40	1,998		2,667
39		DOW CHEMICAL PV (DOW)	160	5,053		4,602
40		DR. REDDY'S LAB LTD (RDY)	60	1,629		1,766
41		EBAY INC (EBAY)	200	4,740		6,065

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

TOTAL:					363,351	388,658
	Description	Shares	Book Value End of Year	FMV End of Year		
42	ECOLAB INC (ECL)	46	1,581	2,659		
43	ECOPETROL SA (EC)	110	2,741	4,897		
44	ELI LILLY & CO (LLY)	80	2,805	3,325		
45	EMC CORP-MASS (EMC)	170	2,935	3,662		
46	EXPRESS SCRIPTS INC (ESRX)	60	2,611	2,681		
47	EXXON MOBIL CORP (XOM)	40	3,152	3,390		
48	FOREST LABORATORIES (FRX)	80	2,538	2,421		
49	FREEMPORT-MCMORAN COPPER & GOLD INC. (FCX)	60	2,529	2,207		
50	GENERAL ELECTRIC CO (GE)	150	3,024	2,687		
51	GILEAD SCIENCES INC (GILD)	60	2,708	2,456		
52	GOLDMAN SACHS GROUP (GS)	30	4,900	2,713		
53	GOOGLE INC CL A (GOOG)	8	4,671	5,167		
54	HALLIBURTON COMPANY (HAL)	140	4,569	4,831		
55	HONEYWELL INTERNATIONAL INC (HON)	70	2,819	3,805		
56	HSBC HLDGS PLC ADS (HBC)	40	2,369	1,524		
57	ICICI BK LTD ADS (IBN)	140	5,009	3,700		
58	ILLINOIS TOOL WORKS (ITW)	100	4,628	4,671		
59	INFOSYS TECH LTD SPD ADR (INFY)	90	4,902	4,624		
60	INTEL CORP (INTC)	230	4,635	5,578		
61	INTERCNTL EXCHANGE (ICE)	15	1,697	1,808		
62	INTERNATIONAL BUSINESS MACHINES (IBM)	35	4,463	6,435		
63	INTUITIVE SURGICAL, INC. (ISRG)	5	1,637	2,315		
64	JOHNSON CONTROLS INC. (JCI)	90	2,391	2,813		
65	JOY GLOBAL INC. (JOY)	30	1,791	2,249		
66	JP MORGAN CHASE & CO (JPM)	60	2,651	1,995		
67	KANSAS CITY SOUTHERN (KSU)	50	1,674	3,401		
68	KOHL'S CORP (KSS)	50	2,685	2,468		
69	KROGER CO (KR)	120	2,814	2,906		
70	KYOCERA CP (KYO)	30	3,152	2,394		
71	LINCARE HOLDINGS, INC (LNCR)	70	1,922	1,800		
72	LOWES COMPANIES INC (LOW)	110	2,570	2,792		
73	MARATHON OIL CORP COM (MRO)	80	1,594	2,342		
74	MASTERCARD INC (MA)	10	2,526	3,728		
75	MEDCO HEALTH SOLUTIONS INC. (MHS)	70	4,447	3,913		
76	MEDTRONIC INC (MDT)	60	2,642	2,295		
77	MICROSOFT CORPORATION (MSFT)	160	4,819	4,154		
78	MINDRAY MEDICAL INTL (MR)	50	1,803	1,338		
79	MITSUMI & COMPANY, LTD - ADR (MITSY)	10	2,793	3,095		
80	MONSANTO CO (MON)	40	2,806	2,803		
81	MORGAN STANLEY (MS)	100	2,900	1,513		
82	NETAPP, INC. (NTAP)	70	2,180	2,539		

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

		TOTAL:		363,351		388,658	
	Description	Shares	Book Value End of Year	FMV End of Year			
83	NEW ORIENTAL ED & TECHNOLOGY GROUP INC SPONSORED AD (EDU)	80	1,594	1,924			
84	NOBLE CORPORATION (NE)	70	2,847	2,115			
85	NORDSTROM INC (JWN)	50	2,110	2,486			
86	NORFOLK SOUTHERN CORP (NSC)	50	2,610	3,643			
87	NYSE EURONEXT INC (NYX)	100	2,630	2,610			
88	ORACLE CORP (ORCL)	150	3,562	3,848			
89	PEABODY ENERGY CORP (BTU)	40	2,870	1,324			
90	PETROLEO BRASILEIRO (PBR)	100	4,475	2,485			
91	PFIZER INC. (PFE)	230	4,118	4,977			
92	PRAXAIR INC (PX)	30	2,426	3,207			
93	PRECISION CASTPARTS (PCP)	30	3,222	4,944			
94	PT TELEKOM IND. TBK ADR (TLK)	70	2,803	2,152			
95	QUALCOMM INC (QCOM)	100	4,466	5,470			
96	RAYTHEON CO (RTN)	50	2,567	2,419			
97	REPUBLIC SVCS INC (RSG)	70	2,035	1,929			
98	ROYAL DUTCH SHELL PLC (RDSA)	70	4,197	5,116			
99	SALESFORCE.COM (CRM)	30	2,038	3,044			
100	SAP AKTIENGESSELL ADS (SAP)	60	2,673	3,177			
101	SASOL LTD (SSL)	120	4,759	5,688			
102	SCHLUMBERGER LTD (SLB)	40	2,691	2,732			
103	SIEMENS A G ADR (SI)	30	2,735	2,868			
104	SINA CORPORATION (SINA)	40	1,833	2,080			
105	SK TELECOM ADS ADS (SKM)	160	2,670	2,178			
106	SVB FINANCIAL GROUP (SIVB)	40	1,794	1,908			
107	SYSCO CORP (SYI)	90	2,529	2,640			
108	TAIWAN SEMICONDUCTOR MFG CO LTD (TSM)	450	4,773	5,810			
109	TARGET CORPORATION (TGT)	50	2,616	2,561			
110	THERMO FISHER SCIENTIFIC INC (TMO)	90	4,317	4,047			
111	TIFFANY & CO. (TIF)	40	1,826	2,650			
112	TRANSOCEAN LTD (RIG)	50	4,424	1,920			
113	TYCO INTERNATIONAL LTD. (TYC)	70	2,591	3,270			
114	UNILEVER N V N Y (UN)	90	2,847	3,093			
115	UNION PACIFIC (UNP)	70	4,608	7,415			
116	VALE SA (VALE)	80	2,567	1,716			
117	WALT DISNEY HOLDINGS CO. (DIS)	80	2,569	3,000			
118	ZIMMER HOLDINGS INC (ZMH)	70	4,260	3,739			

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

		TOTAL:		74,833	73,174
	Description	Shares	Book Value End of Year	FMV End of Year	
1	AIR PRODUCTS AND CHEMICALS INC 4 15000% 02/01/2013 (009163AA4)	10,000	10,485	10,380	
2	AT&T INC - 6 700% - 11/15/2013 (00206RAP7)	10,000	11,464	11,023	
3	BMW BK NORTH AMER UTAH 2 350% 08/13/2015 (05568PYD3)	10,000	10,000	10,200	
4	GE CAP CORP - 4 750% - 09/15/2014 (36962GK86)	10,000	11,039	10,784	
5	HSBC FIN CORP HSBC FIN 5 60000% 09/15/2012FR (40429XA63)	10,000	10,660	10,077	
6	MORGAN STANLEY GLBL NT - 5 300% - 03/01/2013 (617446HR3)	10,000	10,348	10,140	
7	WMC FIN USA LTD NT - 5 125% - 05/15/2013 (92928WAF2)	10,000	10,837	10,570	
8					
9					
10					

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

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