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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2011

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

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation

TURN 2 FOUNDATION, INC.

A Employer identification number
34-1847687

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

1360 EAST 9TH STREET

1100

City or town, state, and ZIP code

CLEVELAND, OH 44114-1717

B Telephone number (see instructions)
(216) 920-4800

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ►
2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 4,458,410. J Accounting method. Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis.)

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

	(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 (attach schedule)	3,188,467			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B	73	73	73	ATCH 1
3 Interest on savings and temporary cash investments	82,056	82,056	82,056	ATCH 2
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)	40,677			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	324,379			
7 Capital gain net income (from Part IV, line 2)		40,677		
8 Net short-term capital gain			1,737	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				ATCH 3
12 Total. Add lines 1 through 11	13,289,780	122,806	83,866	
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages	438,814			438,814
15 Pension plans, employee benefits	43,246			43,246
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 4	15,900			15,900
c Other professional fees (attach schedule) *	4,639			4,639
17 Interest				
18 Taxes (attach schedule) (see instructions) *	42,184			42,184
19 Depreciation (attach schedule) and depletion	18,110			
20 Occupancy	124,471			124,471
21 Travel, conferences, and meetings	52,222			52,222
22 Printing and publications	7,687			7,687
23 Other expenses (attach schedule) ATCH 7	922,788			922,788
24 Total operating and administrative expenses.	1,670,061			1,651,951
Add lines 13 through 23				
25 Contributions, gifts, grants paid	610,355			610,355
26 Total expenses and disbursements. Add lines 24 and 25	2,280,416	0	0	2,262,306
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	1,009,314			
b Net investment income (if negative, enter -0-)		122,806		
c Adjusted net income (if negative, enter -0-)			83,866	

For Paperwork Reduction Act Notice, see instructions.

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* ATCH 5 JSA ** ATCH 6

Form 990-PF (2011)

34-1847687

6/25
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
1	Cash - non-interest-bearing		1,776.	1,889.	1,889.
2	Savings and temporary cash investments		294,012.	351,520.	351,520.
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►				
4	Pledges receivable ►	2,027,759.			
	Less allowance for doubtful accounts ►	235,940.			
5	Grants receivable		905,929.	1,791,819.	1,791,819.
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	ATCH 8	22,541.	169,572.	169,572.
10	a Investments - U S and state government obligations (attach schedule) *		99,407.	110,025.	110,025.
	b Investments - corporate stock (attach schedule) ATCH 10		1,049,631.	1,114,689.	1,114,689.
	c Investments - corporate bonds (attach schedule) ATCH 11		940,668.	865,961.	865,961.
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis ►	130,984.			
	Less accumulated depreciation ►	91,959.			
15	Other assets (describe ► ATCH 13)		50,181.	39,025.	39,025.
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) .		13,910.	13,910.	13,910.
			3,378,055.	4,458,410.	4,458,410.
17	Accounts payable and accrued expenses		21,228.	452,135.	
18	Grants payable		400,000.	150,000.	
19	Deferred revenue		58,973.	82,962.	ATCH 14
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ► ATCH 15)		911.	1,103.	
23	Total liabilities (add lines 17 through 22) .		481,112.	686,200.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	2,896,943.	3,772,210.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input 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			
	30	Total net assets or fund balances (see instructions)	2,896,943.	3,772,210.	
	31	Total liabilities and net assets/fund balances (see instructions)	3,378,055.	4,458,410.	

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	2,896,943.
2	Enter amount from Part I, line 27a	2	1,009,314.
3	Other increases not included in line 2 (itemize) ► ATTACHMENT 16	3	-134,047.
4	Add lines 1, 2, and 3	4	3,772,210.
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	3,772,210.

**ATCH 9

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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					
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					
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	40,677.	
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	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	1,737.	

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	2,283,403.	2,443,369.	0.934531
2009	2,313,080.	2,376,795.	0.973193
2008	2,566,837.	2,837,837.	0.904505
2007	2,030,302.	3,187,611.	0.636935
2006	2,116,106.	2,965,151.	0.713659
2 Total of line 1, column (d)			4.162823
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			0.832565
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			2,520,975.
5 Multiply line 4 by line 3			2,098,876.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,228.
7 Add lines 5 and 6			2,100,104.
8 Enter qualifying distributions from Part XII, line 4			2,262,306.
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)

1a	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	0
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			
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		
3	Add lines 1 and 2	3		0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5		0
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d	7		0
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
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		
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ►	Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8b	X	
9	X	
10		X

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?

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

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?

1c Did the foundation file Form 1120-POL for this year?

2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

3 Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

4a 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

4b 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

5 Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

6 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

7 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?

8 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

9 Enter the states to which the foundation reports or with which it is registered (see instructions) ►

FL, MI, NJ, NY, OH, _____

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

10 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

11 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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 ► TURN2FOUNDATION.ORG	13	X
14	The books are in care of ► KIM WILSON Located at ► 1360 E. 9TH ST. #1100 CLEVELAND, OH	Telephone no ► (216) 920-4800 ZIP + 4 ► 44114-1782	
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 X No

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"/> X 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"/> X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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"/> X 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"/> X 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	X
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? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
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"/> 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 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	
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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b	X
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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?	<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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see 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
ATTACHMENT 17		0	0	0

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
ATTACHMENT 18		246,916.	22,592.	0

Total number of other employees paid over \$50,000 ► 0

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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	N/A	0
Total number of others receiving over \$50,000 for professional services ►		0

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 SPONSOR AFTER SCHOOL PROGRAMS IN NEW YORK CITY AND W. MICHIGAN TO ENABLE CHILDREN TO PARTICIPATE IN CULTURAL ARTS, PHYSICAL FITNESS & EDUCATION ENRICHMENT PROGRAMS ON WEEKDAYS	414,514.
2 SPONSOR JETER'S LEADERS PROGRAMS IN THE NEW YORK CITY AND KALAMAZOO AREAS THAT RECOGNIZE STUDENTS FOR THEIR ACADEMIC ACHIEVEMENT, EXTRACURRICULAR ACTIVITIES, & COMMUNITY SERVICE	828,154.
3 SPONSOR SCHOLARSHIP PROGRAMS IN THE NEW YORK CITY, TAMPA, FL AND KALAMAZOO AREAS THAT RECOGNIZE STUDENTS FOR THEIR ACADEMIC ACHIEVEMENT AND LEADERSHIP SKILLS	102,720.
4 SPONSOR YOUTH BASEBALL CLINICS AND CAMPS IN THE NEW YORK, KALAMAZOO & TAMPA AREAS THAT ENABLE CHILDREN TO EXPERIENCE A MORE INTENSE TRAINING OF LEADERSHIP AND BASEBALL SKILLS	193,330.

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 NONE	
2	
All other program-related investments See instructions	

3 NONE

Total. Add lines 1 through 3 ►

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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	2,230,445.
b	Average of monthly cash balances	1b	328,920.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,559,365.
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	2,559,365.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	38,390.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,520,975.
6	Minimum investment return. Enter 5% of line 5	6	126,049.

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

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	2,262,306.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,262,306.
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	1,228.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,261,078.

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				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09,20 08,20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006	2,117,323.			
b From 2007	2,030,302.			
c From 2008	2,567,719.			
d From 2009	2,313,080.			
e From 2010	2,284,108.			
f Total of lines 3a through e	11,312,532.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 2,262,306.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount	2,262,306.			
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,574,838.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
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)	2,117,323.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	11,457,515.			
10 Analysis of line 9				
a Excess from 2007	2,030,302.			
b Excess from 2008	2,567,719.			
c Excess from 2009	2,313,080.			
d Excess from 2010	2,284,108.			
e Excess from 2011	2,262,306.			

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

1a	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				► 09/11/2007
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input checked="" type="checkbox"/> X 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum 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	(b) 2010	(c) 2009	(d) 2008	(e) Total
(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				
(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).)

DEREK S. JETER

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

N/A

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

ATTACHMENT 19

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

N/A

c Any submission deadlines

N/A

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

N/A

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

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
ATTACHMENT 20				
Total			► 3a	610,355.
<i>b Approved for future payment</i>				
ATTACHMENT 21				
Total			► 3b	150,000.

Form 990-PF (2011)

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			14	73.	
4 Dividends and interest from securities			14	82,056.	
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			18	40,677.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . . .					
11 Other revenue a					
b SEE PART 1 LINE 11			01	-21,543.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				101,263.	
13 Total. Add line 12, columns (b), (d), and (e)				13	101,263.

(See worksheet in line 13 instructions to verify calculations)

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	No
		1a(1)	X
a	Transfers from the reporting foundation to a noncharitable exempt organization of:	1a(2)	X
	(1) Cash		
	(2) Other assets		
b	Other transactions	1b(1)	X
	(1) Sales of assets to a noncharitable exempt organization	1b(2)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(3)	X
	(3) Rental of facilities, equipment, or other assets	1b(4)	X
	(4) Reimbursement arrangements	1b(5)	X
	(5) Loans or loan guarantees	1b(6)	X
	(6) Performance of services or membership or fundraising solicitations	1c	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		
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.		

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

**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

Date _____

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 <i>Kim M. Wilson</i>	Preparer's signature 	Date 11/1/12	Check <input type="checkbox"/> if self-employed	PTIN P00051718
	Firm's name ► MAI WEALTH ADVISORS LLC	Firm's EIN ► 61-1495162			
	Firm's address ► 1360 E. 9TH ST. STE 1100 CLEVELAND, OH	44114-1717	Phone no 216-920-4800		

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

2011

Name of the organization

TURN 2 FOUNDATION, INC.

Employer identification number

34-1847687

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)

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 TURN 2 FOUNDATION, INC.

Employer identification number
34-1847687**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BANK OF AMERICA 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036	\$ 9,366.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	STEINER SPORTS MEMORABILIA 33 LE COUNT PLACE NEW ROCHELLE, NY 10801	\$ 277,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	JETER, DEREK S. C/O PWC, 400 RENAISSANCE CTR DETROIT, MI 48243	\$ 533,066.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	GATORADE 555 W. MONROE STREET; #10-5 CHICAGO, IL 60661	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	TURN 2, INC. 1360 E. 9TH STREET; SUITE 1100 CLEVELAND, OH 44114	\$ 114,020.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	NIKE, INC. ONE BOWERMAN DRIVE, JR-4 BEAVERTON, OR 97005-6453	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization TURN 2 FOUNDATION, INC.

Employer identification number
34-1847687**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	TRI STATE QUALITY FORD DEALERS 220 WHITE PLAINS ROAD TARRYTOWN, NY 10591	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	MOVADO GROUP, INC. 650 FROM ROAD PARAMUS, NJ 07652	\$ 6,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	BEAVEX, INC. PO BOX 1708 NEW HAVEN, CT 06507	\$ 65,058.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	STEINER SPORTS MEMORABILIA 33 LE COUNT PLACE NEW ROCHELLE, NY 10801	\$ 63,100.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	GATORADE 555 W. MONROE STREET, SUITE 10-5 CHICAGO, IL 60661	\$ 16,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	ANONYMOUS DONOR 330 MADISON AVENUE NEW YORK, NY 10017	\$ 12,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization TURN 2 FOUNDATION, INC.

Employer identification number
34-1847687**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	BOOK, ROBERT H. 12 BALTER ROAD NEW CITY, NY 10956	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14	PROCTER AND GAMBLE - THE GILLETTE CO PRUDENTIAL TOWER BUILDING BOSTON, MA 02199	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15	HEYMANN-WOLF FOUNDATION 130 WEST 79TH STREET, SUITE 5D NEW YORK, NY 10024	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16	MAI WEALTH ADVISORS, LLC 1360 E. 9TH STREET; #1100 CLEVELAND, OH 44114	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17	CAA SPORTS 162 5TH AVENUE, 8TH FLOOR NEW YORK, NY 10010	\$ 24,450.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18	SANOFI AVENTIS US INC. 44 SOUTH BROADWAY, SUITE 614 WHITE PLAINS, NY 10601	\$ 6,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization TURN 2 FOUNDATION, INC.

Employer identification number
34-1847687**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	NEW YORK YANKEES FOUNDATION YANKEE STADIUM BRONX, NY 10451	\$ 8,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
20	APOLLO JETS LLC 145 E. 32ND ST. 8TH FLOOR NEW YORK, NY 10016	\$ 140,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
21	CLOSE, CASEY 1156 AVENUE OF THE AMERICAS, SUITE 400 NEW YORK, NY 10036	\$ 16,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
22	PRICEWATERHOUSECOOPERS LLP 1900 ST ANTOINE STREET DETROIT, MI 48226	\$ 6,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
23	TORRE, ALICE AND JOSEPH PO BOX 18738 BEVERLY HILLS, CA 90209-4738	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
24	AMERICAN INTERNATIONAL GROUP PO BOX 2308; PECK SLIP STATION NEW YORK, NY 10272	\$ 6,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization TURN 2 FOUNDATION, INC.

Employer identification number
34-1847687**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	CHOMINSKY, DENNIS 145 NORTH FRANKLIN TPKE, SUITE 309 RAMSEY, NJ 07466	\$ 32,600.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
26	DEUTSCHE BANK 100 PLAZA ONE JERSEY CITY, NJ 07311-3901	\$ 6,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
27	FOX SPORTS PO BOX 900 BEVERLY HILLS, CA 90213	\$ 8,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
28	GOLDMAN SACHS & CO. 200 WEST STREET NEW YORK, NY 10282	\$ 11,950.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
29	HEALTHCARE NAVIGATOR, LLC 4 WEST RED OAK LANE, SUITE 201 WHITE PLAINS, NY 10604	\$ 16,730.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
30	ANONYMOUS 28 LESSING ROAD WEST ORANGE, NJ 07052	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization TURN 2 FOUNDATION, INC.

Employer identification number
34-1847687**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31	MOVADO GROUP, INC 650 FROM ROAD PARAMUS, NJ 07652	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
32	BOOK, ROBERT H. 12 BALTER ROAD NEW YORK, NY 10956	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
33	PROCTER AND GAMBLE - THE GILLETTE COMPAN PRUDENTIAL TOWER BUILDING BOSTON, MA 02199	\$ 17,300.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
34	KOSLOSKE, MICHAEL 1002 TARAY DE AVILA TAMPA, FL 33613	\$ 23,950.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
35	MACQUARIE HOLDINGS LEVEL 17, 1 MARTIN PLACE 2000 SYDNEY NS AUSTRALIA	\$ 20,850.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
36	MACTAGGART, IAN 33 BALLWOOD RD OLD GREENWICH, CT 06870-2332	\$ 22,300.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization TURN 2 FOUNDATION, INC.

Employer identification number
34-1847687**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
37	MLB PLAYERS TRUST FOR CHILDREN 12 EAST 49TH STREET, 24TH FLOOR NEW YORK, NY 10017	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
38	PAGLIARULO, ROCCO 15402 N. NEBRASKA AVENUE #102 LUTZ, FL 33549	\$ 7,900.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
39	PAT AND JAY BAKER FOUNDATION C/O GODFREY & KAHN; 780 N. WATER ST. MILWAUKEE, WI 53202	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
40	SKOLL FUND 250 UNIVERSITY AVE, SUITE 200 PALO ALTO, CA 94301	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
41	TEAM BEANS LLC 115 FIELDCREST AVE EDISON, NJ 08837	\$ 71,682.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
42	THE DONALD J TRUMP FOUNDATION 725 5TH AVENUE NEW YORK, NY 10022	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization TURN 2 FOUNDATION, INC.

Employer identification number
34-1847687**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
43	YEAGER, BEN 149 WEST NEWELL AVENUE RUTHERFORD, NJ 07070	\$ 9,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
44	BLOOMBERG LP 731 LEXINGTON AVENUE NEW YORK, NY 10022	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization TURN 2 FOUNDATION, INC.

Employer identification number

34-1847687

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization TURN 2 FOUNDATION, INC.

Employer identification number

34-1847687

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$

Use duplicate copies of Part III if additional space is needed.

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

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
JP MORGAN CHASE BANK NA	73.	73.	73.
TOTAL	<u><u>73.</u></u>	<u><u>73.</u></u>	<u><u>73.</u></u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
FIDELITY INVESTMENTS - INTEREST ON BONDS	55,472.	55,472.	55,472.
FIDELITY INVESTMENTS - DIVIDENDS	26,558.	26,558.	26,558.
HUNTINGTON NATIONAL BANK	26.	26.	26.
TOTAL	<u>82,056.</u>	<u>82,056.</u>	<u>82,056.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
NYC GALA & TAMPA GOLF EVENTS:	
GROSS RECEIPTS - TICKETS	927,100.
GROSS RECEIPTS - AUCTION ITEMS	192,050.
LESS:	
RECEIPTS REPORTED AS CONTRIBUTIONS	-708,699.
CREDIT CARD FEES	-11,717.
FACILITY EXPENSES	-135,550.
EVENT COORDINATOR EXPENSE	-75,250.
ENTERTAINMENT/PRODUCTION EXPENSE	-52,809.
PHOTOGRAPHY	-8,720.
EVENT RELATED TRAVEL EXPENSES	-47,717.
MISCELLANEOUS EXPENSES	-14,941.
POSTAGE & SHIPPING	-9,985.
TICKET/PROGRAM EXPENSE	-5,107.
SECURITY	-7,925.
MEALS	-2,416.
FLOWERS	-5,159.
PRIZES AND GIVEAWAYS	-47,172.
SUPPLIES AND COPIES	-5,455.
ADVERTISING/MEDIA/SIGNAGE	-4,183.
EXPENSE REIMBURSEMENTS	2,112.
TOTALS	<u><u>-21,543.</u></u>

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
MEADEN & MOORE	15,900.			15,900.
TOTALS	<u><u>15,900.</u></u>			<u><u>15,900.</u></u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
T. GORDON - CONSULTING FEE	4,639.
TOTALS	<u><u>4,639.</u></u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	40,069.	40,069.
PROPERTY TAX	2,115.	2,115.
TOTALS	<u>42,184.</u>	<u>42,184.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
LIABILITY & OTHER INSURANCE	8,871.
OFFICE SUPPLIES AND EXPENSES	64,065.
ADVERTISING, MEDIA AND P.R.	71,208.
TELEPHONE EXPENSE	9,289.
UTILITIES	25,081.
MISCELLANEOUS	1,556.
CHILDREN'S TURN 2 US PROGRAM	15,708.
CHILDREN'S HOLIDAY PARTIES	128,458.
CHILDREN'S CLINICS & CAMPS	78,387.
CHILDREN'S LEADERSHIP PROGRAM	474,781.
JETER'S METER P.S. PROGRAM	2,624.
GIVE AWAYS, BOOKS, PENS, OTHER	16,408.
YOUTH BASEBALL GAME OUTING	7,973.
YOUTH AFTER SCHOOL PROGRAMS	18,379.
TOTALS	<u><u>922,788.</u></u>

CHARITABLE PURPOSES	
	8,871.
	64,065.
	71,208.
	9,289.
	25,081.
	1,556.
	15,708.
	128,458.
	78,387.
	474,781.
	2,624.
	16,408.
	7,973.
	18,379.
	<u><u>922,788.</u></u>

FORM 990PE, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID EXPENSES	22,541.	169,572.	169,572.
TOTALS	<u><u>22,541.</u></u>	<u><u>169,572.</u></u>	<u><u>169,572.</u></u>

ATTACHMENT 8

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
US OBLIGATIONS TOTAL			
METROPOLITAN TRNS ATH NY 4.65%	99,407.	110,025.	110,025.
STATE OBLIGATIONS TOTAL	<u>99,407.</u>	<u>110,025.</u>	<u>110,025.</u>

ATTACHMENT 9

DE

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
400 SHS S&P 500 DEPOSITORY	50,300.	50,200.	50,200.
1,100 SHS S&P 500 DEPOSITORY	138,326.	138,050.	138,050.
200 SHS S&P 500 DEPOSITORY	25,150.	25,100.	25,100.
300 SHS S&P 500 DEPOSITORY	37,725.	37,650.	37,650.
200 SHS MIDCAP SPDR TR SER 1	32,936.	31,898.	31,898.
300 SHS MIDCAP SPDR TR SER 1	49,404.	47,847.	47,847.
400 SHS MIDCAP SPDR TR SER 1	65,872.	63,796.	63,796.
600 SHS ISHARES TR RUS 2000 1	46,944.	44,250.	44,250.
1000 SHS ISHARES TR RUS 2000 1	78,240.	73,750.	73,750.
1000 SHS ISHARES MSCI EMERGING	47,642.	37,940.	37,940.
4,046 FIDELITY DIVERSIFIED INT	122,015.	26,899.	26,899.
527.236 FIDELITY DIVERSIFIED I	115,896.	26,563.	26,563.
1783.591 MATTHEWS CHINA FD	52,366.	19,450.	19,450.
851.469 MATTHEWS CHINA FD	25,426.	22,686.	22,686.
2498.438 MUTUAL SRS BEACON A	30,581.	29,007.	29,007.
727.449 MUTUAL SRS BEACON CL A	10,173.	10,727.	10,727.
696.743 THIRD AVENUE VALUE	36,063.	27,967.	27,967.
88.94 THIRD AVENUE VALUE	5,376.	4,169.	4,169.
4,040.404 GATEWAY FD CL A	105,293.	46,186.	46,186.
14.033 GATEWAY FD CL A	2,025.	3,328.	3,328.
4472.843 MERGER FUND	70,582.	69,732.	69,732.
82.152 MERGER FUND	1,296.	3,341.	3,341.
500 SHS ISHARES TR MSCI EMERGI		18,970.	18,970.
2,000 SHS JPMORGAN CHASE & CO		77,940.	77,940.
250 SHS JPMORGAN CHASE & CO AL		9,743.	9,743.
500 SHS WISDOMTREE TR EMERGING		20,670.	20,670.
1,000 SHS WISDOMTREE TR EMERGI		48,640.	48,640.
197.547 THIRD AVENUE VALUE		7,930.	7,930.
222.788 THIRD AVENUE VALUE		915.	915.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 10 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
2446.667 T ROWE PRICE NEW ASIA	34,033.	34,033.	
541.586 T ROWE PRICE NEW ASIA	7,533.	7,533.	
3687.782 TEMPLETON GLOBAL BOND	45,618.	45,618.	
174.733 TEMPLETON GLOBAL BOND	2,161.	2,161.	
TOTALS	<u>1,049,631.</u>	<u>1,114,689.</u>	<u>1,114,689.</u>

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MSDW BOND 6.75% DUE 4/15/11	50,834.		
FHLB BOND 5.75% DUE 5/15/12	53,578.	51,034.	51,034.
BELLSOUTH CORP 5.2% DUE 9/15/14	109,169.	110,549.	110,549.
AMER. EXPRESS BK 5.55% 10/2012	213,924.	206,676.	206,676.
JPMORGAN CHASE 7.9% 2/1/2010	106,299.	106,250.	106,250.
WELLS FARGO CAP XV 9.75% 2049	111,250.		
HSBC FIN CORP 4.15% DUE 7/15	99,439.	98,959.	98,959.
GOLDMAN SACHS GRP INC 3%	146,442.	140,228.	140,228.
MORGAN STANLEY DW DISC 5%	49,733.	48,265.	48,265.
MET TRANS AUTH NY 4.655%		104,000.	104,000.
 TOTALS	 <u>940,668.</u>	 <u>865,961.</u>	 <u>865,961.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 12

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL				
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
OFFICE FURNITURE	SL	271.			271.				271.
OFFICE FURNITURE	SL	525.			525.				525.
OFFICE FURNITURE	SL	4,276.			4,277.				4,277.
OFFICE FURNISHINGS	SL	471.			471.				471.
COMPUTER	SL	1,238.			1,238.				1,238.
TELEPHONE EQUIPMENT	SL	1,813.			1,813.				1,813.
OFFICE FURNITURE	SL	7,318.			7,318.				7,318.
OFFICE FURNITURE	SL	22,200.			22,200.				22,200.
OFFICE FURNITURE	SL	9,675.			9,675.				9,675.
COMPUTER	SL	1,305.			1,305.				1,305.
COMPUTER	SL	2,437.			2,437.				2,437.
LAPTOP COMPUTER	SL	1,597.			1,597.				1,597.
OFFICE FURNISHINGS	SL	6,031.			6,031.				6,031.
OFFICE FURNISHINGS	SL	1,628.			1,628.				1,628.
COMPUTER	SL	10,366.			10,366.				10,366.
COMPUTER SERVER	SL	11,462.			11,462.				11,462.
TELEPHONE EQUIPMENT	SL	2,303.			2,303.				2,303.
OFFICE FURNITURE	SL	1,388.			1,388.				1,388.
00T0E5 5208	11/5/2012	9:10:15 AM			V 11-6.1				34-1847687

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL				
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
COMPUTER	SL	1,059.			1,059.	530.	212.		742.
COMPUTER EQUIPMENT	SL	4,191.			4,191.	2,165.	838.		3,003.
SECURITY INTERCOM	SL	5,450.			5,450.	1,029.	363.		1,392.
COMPUTER	SL	515.			515.	172.	103.		275.
COMPUTER - SERVER	SL	1,357.			1,357.	497.	271.		768.
OFFICE FURNITURE	SL	13,721.			13,721.	1,307.	1,960.		3,267.
OFFICE FURNITURE	SL	3,436.			3,436.	41.	491.		532.
TELEPHONE EQUIPMENT	SL	3,500.			3,500.	250.	500.		750.
COMPUTER EQUIPMENT	SL	2,130.			2,130.	284.	426.		710.
LAPTOP COMPUTERS	SL	2,364.			2,364.	433.	473.		906.
OFFICE FURNITURE	SL	3,434.			3,434.	450.			450.
OFFICE FURNITURE	SL	750.			750.	98.			98.
OFFICE FURNITURE	SL	488.			488.	12.			12.
COMPUTER	SL	2,285.			2,285.	38.			38.
TOTALS		<u>124,022.</u>			<u>130,984.</u>	<u>73,816.</u>			<u>91,956.</u>

ATTACHMENT 12 (CONT'D)

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OFFICE LEASE SECURITY DEPOSIT	13,910.	13,910.	13,910.
TOTALS	<u><u>13,910.</u></u>	<u><u>13,910.</u></u>	<u><u>13,910.</u></u>

ATTACHMENT 13

ATTACHMENT 14FORM 990PF, PART II - DEFERRED REVENUE

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
DEFERRED GOLF EVENT INCOME	58,973.	82,962.
TOTALS	<u>58,973.</u>	<u>82,962.</u>

ATTACHMENT 15FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
WITHHELD PAYROLL TAXES	911.	1,103.
TOTALS	<u>911.</u>	<u>1,103.</u>

ATTACHMENT 16FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED DEPRECIATION ON INVESTMENTS	-134,047.
TOTAL	<u>-134,047.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
			0	0
DEREK S. JETER 550 N. REO STREET; SUITE 300 TAMPA, FL 33609-1065	CHAIRMAN 2.00	0	0	0
SANDERSON CHARLES JETER 215 PARK AVENUE SOUTH SUITE 1905 NEW YORK, NY 10003	VICE CHAIRMAN 10.00	0	0	0
DOROTHY JETER 215 PARK AVENUE SOUTH SUITE 1905 NEW YORK, NY 10003	TREASURER 10.00	0	0	0
SHARLEE JETER 215 PARK AVENUE SOUTH SUITE 1905 NEW YORK, NY 10003	PRESIDENT / SECRETARY 20.00	0	0	0
GRAND TOTALS		0	0	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>ATTACHMENT 18</u>
LESLEY GAUDIO 137 SULLIVAN ST #8 NEW YORK, NY 10012	DEVELOPMENT DIRECTOR 40.00	71,917.	5,648.	0
D'ANGELO BAILEY 463 LAKE FOREST BLVD KALAMAZOO, MI 49009	PROGRAM DIRECTOR 40.00	54,833.	5,648.	0
AMANDA MELLEN 126 WILLOUGHBY AVE APT 3F BROOKLYN, NY 11205	PROGRAM DIRECTOR 40.00	65,333.	5,648.	0
BETTY WILSHIRE 125 BEACH 17TH ST APT 8H FAR ROCKAWAY, NY 11691	PROGRAM DIRECTOR 40.00	54,833.	5,648.	0
	<u>TOTAL COMPENSATION</u>	<u><u>246,916.</u></u>	<u><u>22,592.</u></u>	

ATTACHMENT 19

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

N/A

N/A

N/A, NA 00000
0000000000

FORM 990PF. PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
DAYTOP VILLAGE FOUNDATION 54 WEST 40TH STREET NEW YORK, NY 10018	UNRELATED PUBLIC CHARITY	ADOLESCENT SUBSTANCE ABUSE PREVENTION	10,000.
PEERS INFLUENCE PEERS PARTNERSHIP 142 PEEKSKILL HOLLOW ROAD PUTNAM VALLEY, NY 10579	UNRELATED PUBLIC CHARITY	ADOLESCENT SUBSTANCE ABUSE PREVENTION	10,000.
THREE RIVERS ACADEMIC MENTORING PROGRAM 25 RAILROAD DRIVE THREE RIVERS, MI 49093	UNRELATED PUBLIC CHARITY	AFTER SCHOOL PROGRAM - EXTRA INNINGS AT DEREK'S DUGOUT	28,108.
CITY OF NEW YORK PARKS & RECREATION 830 5TH AVENUE NEW YORK, NY 10021	UNRELATED PUBLIC CHARITY	AFTER SCHOOL PROGRAMS/CAMPS & CLINICS	202,044.
PORTAGE PUBLIC SCHOOLS 1000 IDAHO STREET PORTAGE, MI 49024	UNRELATED PUBLIC SCHOOLS	ADOLESCENT SUBSTANCE ABUSE PREVENTION	5,000.
MORGAN STANLEY'S CHILDREN'S HOSPITAL NY PRESBYTERIAN 161 FORT WASHINGTON AVE NEW YORK, NY 10032	UNRELATED PUBLIC CHARITY	TURN 2 US HEALTHY LIFESTYLE PROGRAM FUNDING	54,960.

ATTACHMENT 20

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WASHINGTON WRITERS ACADEMY 1919 PORTAGE STREET KALAMAZOO, MI 49001	UNRELATED SCHOOL	PROUD TO BE ME YOUTH PROGRAM	37,000.
KALAMAZOO COMMUNITIES IN SCHOOLS FOUNDATION 247 NORTH ROSE STREET KALAMAZOO, MI 49007	UNRELATED PUBLIC CHARITY	GREATER KALAMAZOO GIRLS ON THE RUN PROGRAM	5,000.
P.S. 4 500 WEST 160TH STREET NEW YORK, NY 10032	UNRELATED PUBLIC CHARITY	GENERAL SCHOOL FUNDING	2,520.
S.C.O.P.E. 1375 BROADWAY, 4TH FLOOR NEW YORK, NY 10018	UNRELATED PUBLIC CHARITY	SUMMER CAMP FOR CHILDREN IN NEED	40,000.
BOYS & GIRLS CLUB 915 LAKE STREET KALAMAZOO, MI 49001	UNRELATED PUBLIC CHARITY	YOUTH SMART MOVES PROGRAM	10,000.
UNITED NEGRO COLLEGE FUND NEW CENTER ONE BUILDING 3031 WEST GRAND BLVD, SUITE 531 DETROIT, MI 48202	UNRELATED PUBLIC CHARITY	TURN 2 FOUNDATION - SHARLEE JETER SCHOLARSHIP	27,720.

ATTACHMENT 20 (CONT.D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (CONT'D.)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTORRECIPIENT NAME AND ADDRESSANDFOUNDATION STATUS OF RECIPIENTAMOUNT

MILWOOD MAGNET MIDDLE SCHOOL
2916 KONKLE STREET
KALAMAZOO, MI 49001

UNRELATED
SCHOOL

28,000.

DOUGLASS COMMUNITY ASSOCIATION
1000 W. PATERSON STREET
KALAMAZOO, MI 49007

UNRELATED
PUBLIC CHARITY

45,003.

FAMILY SERVICES OF WESTCHESTER
ONE GATEWAY PLAZA, 4TH FLOOR
PORT CHESTER, NY 10573

UNRELATED
PUBLIC CHARITY

5,000.

JACKIE ROBINSON FOUNDATION
75 VARICK STREET, 2ND FLOOR
NEW YORK, NY 10013

UNRELATED
PUBLIC CHARITY

25,000.

THOMAS BLAKE SR. MEMORIAL RESEARCH FUND
MEMORIAL SLOAN-KETTERING CANCER CENTER
633 THIRD AVENUE, 28TH FLOOR
NEW YORK, NY 10017

UNRELATED
PUBLIC CHARITY

5,000.

GREG JENNINGS FOUNDATION
141 E. MICHIGAN
SUITE 401
KALAMAZOO, MI 49007

UNRELATED
PUBLIC CHARITY

5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

KALAMAZOO CENTRAL HIGH SCHOOL
2432 NORTH DRAKE ROAD
KALAMAZOO, MI 49006

UNRELATED

PUBLIC SCHOOLS

10,000.

BARNSTABLE BROWN PEDIATRIC DIABETES LABORATORIES
740 SOUTH LIMESTONE
LEXINGTON, KY 40356-0284

UNRELATED

PUBLIC CHARITY

30,000.

CHABAD OF HUNTERDON COUNTY
90 BEAVER AVENUE
CLINTON, NJ 08809

UNRELATED

PUBLIC CHARITY

2,500.

SHAWN CARTER FOUNDATION
1411 BROADWAY
39TH FLOOR
NEW YORK, NY 10019

UNRELATED

PUBLIC CHARITY

5,000.

ST. AUGUSTINE SCHOOL
600 WEST MICHIGAN AVE.
KALAMAZOO, MI 49007

UNRELATED

SCHOOL

5,000.

FRAMEWORKS OF TAMPA BAY INC.
5509 WEST GRAY STREET
SUITE 100
TAMPA, FL 33609

PUBLIC CHARITY

10,000.

ATTACHMENT 20 (CONT.D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS		AND	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MAKE A DENT FOUNDATION	333 N. MICHIGAN AVENUE	UNRELATED		GENERAL FUND GRANT		2,500.
SUITE 1810	CHICAGO, IL 60601			PUBLIC CHARITY		
					TOTAL CONTRIBUTIONS PAID	<u><u>610,355.</u></u>

ATTACHMENT 20 (CONT'D)

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

<u>RECIPIENT NAME AND ADDRESS</u>		<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ST. PETER CLAVER CATHOLIC SCHOOL 1401 GOVERNOR STREET TAMPA, FL 33602		UNRELATED PUBLIC CHARITY	DEREK JETER SCHOLARSHIP FUND SUPPORT	50,000.
PHOENIX HOUSE 6604 HARNEY ROAD, SUITE B TAMPA, FL 33610		UNRELATED PUBLIC CHARITY	ADOLESCENT SUBSTANCE ABUSE TREATMENT PROGRAM	100,000.
			TOTAL CONTRIBUTIONS APPROVED	<u><u>150,000.</u></u>

ATTACHMENT 21

SCHEDULE D
(Form 1041)Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

2011

Name of estate or trust

TURN 2 FOUNDATION, INC.

Employer identification number
34-1847687

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo , day, yr)	(d) Sales pnce	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS			ATCH 1		1,737.
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b				1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet				4 ()	
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►				5	1,737.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales pnce	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS			ATCH 2		10,670.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b				6b	28,270.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				8	
9 Capital gain distributions				9	
10 Gain from Form 4797, Part I				10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet				11 ()	
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►				12	38,940.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			1,737.
14 Net long-term gain or (loss):				
a Total for year	14a			38,940.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ►	15			40,677.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	()
a The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ►	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24?			
<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box.	25		
<input type="checkbox"/> No. Enter the amount from line 23.	26		
26 Subtract line 25 from line 24.	27		
27 Are the amounts on lines 22 and 26 the same?			
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	28		
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	29		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	30		
29 Subtract line 28 from line 27	31		
30 Multiply line 29 by 15% (.15)	32		
31 Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
32 Add lines 30 and 31	34		
33 Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			

Schedule D (Form 1041) 2011

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

TURN 2 FOUNDATION, INC.

Employer identification number

34-1847687

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 28,270.

Schedule D-1 (Form 1041) 2011

FEDERAL CAPITAL GAIN DIVIDENDSATTACHMENT 1SHORT-TERM CAPITAL GAIN DIVIDENDS

THROUGH NATIONAL FINANCIAL SERVICES

1,737.

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

1,737.LONG-TERM CAPITAL GAIN DIVIDENDSATTACHMENT 2

15% RATE CAPITAL GAIN DIVIDENDS

THROUGH NATIONAL FINANCIAL SERVICES

10,670.

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

10,670.

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

10,670.

TURN 2 FOUNDATION, INC.

**FINANCIAL STATEMENTS
WITH
INDEPENDENT AUDITORS' REPORT**

December 31, 2011

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Meaden&Moore

INDEPENDENT AUDITORS' REPORT

Officers and Trustees
Turn 2 Foundation, Inc.
New York, NY

We have audited the accompanying statement of financial position of Turn 2 Foundation, Inc. as of December 31, 2011 and 2010, and the related statement of changes in net assets, activities, and cash flows for the years then ended. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Turn 2 Foundation, Inc. as of December 31, 2011 and 2010, and the changes in its net assets and cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Based on our audits, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America.

Meaden & Moore, Ltd.

MEADEN & MOORE, LTD.
Certified Public Accountants

August 6, 2012
Cleveland, Ohio



Meaden & Moore, Ltd.
(A Meaden & Moore Company)

1100 Superior Avenue Suite 1100 Cleveland, Ohio 44114-2523 216-241-3272 FAX 216-771-4511
Akron Atlanta Charlotte Chicago Cleveland Columbus Los Angeles Naperville New York Orlando Phoenix Pittsburgh Wooster

STATEMENT OF FINANCIAL POSITION

Turn 2 Foundation, Inc.

	December 31	
	2011	2010
ASSETS:		
Cash and cash equivalents	\$ 350,915	\$ 293,291
Marketable securities (at fair market value)	2,093,170	2,092,203
Pledges receivable	1,791,819	905,929
Prepaid expenses	169,571	22,541
Property and equipment - net	39,025	50,181
Deposits	<u>13,910</u>	<u>13,910</u>
 Total Assets	 <u>\$ 4,458,410</u>	 <u>\$ 3,378,055</u>
LIABILITIES:		
Accounts payable	\$ 452,135	\$ 21,228
Withheld payroll taxes	1,103	911
Grants payable	150,000	400,000
Deferred revenue	<u>82,962</u>	<u>58,973</u>
 Total Liabilities	 <u>686,200</u>	 481,112
NET ASSETS:		
Unrestricted	<u>3,772,210</u>	<u>2,896,943</u>
 Total Liabilities and Net Assets	 <u>\$ 4,458,410</u>	 <u>\$ 3,378,055</u>

See accompanying notes.

STATEMENT OF CHANGES IN NET ASSETS

Turn 2 Foundation, Inc.

Years Ended December 31, 2011 and 2010

	<u>Unrestricted</u>
Net Assets - December 31, 2009	\$ 2,996,998
Change in net assets - 2010	<u>(100,055)</u>
Net Assets - December 31, 2010	2,896,943
Change in net assets - 2011	<u>875,267</u>
Net Assets - December 31, 2011	<u>\$ 3,772,210</u>

See accompanying notes.

STATEMENT OF ACTIVITIES

Turn 2 Foundation, Inc.

	Year Ended December 31	
	2011	2010
SUPPORT AND REVENUE:		
Contributions and Grants:		
Contributions, gifts, grants	\$ 2,479,768	\$ 1,980,491
Special events - net	685,044	228,164
Other income	2,112	-
Gain on sale of investments	40,677	1,816
Unrealized appreciation (depreciation) of investments	(134,047)	124,203
Interest and dividend income	<u>82,129</u>	<u>68,683</u>
 Total Support and Revenue	 <u>3,155,683</u>	 2,403,357
EXPENSES:		
Charitable:		
Contributions to charitable organizations	610,355	1,024,346
Direct charitable activities	<u>742,718</u>	<u>506,394</u>
 Operating:	 <u>1,353,073</u>	 1,530,740
Salaries and wages	438,814	486,786
Payroll taxes and benefits	83,315	89,097
Advertising expenses	17,229	-
Professional fees	74,518	82,402
Travel, conferences and meetings	52,223	12,090
Printing and publications	7,687	11,078
Office expenses	64,066	84,031
Rent	124,471	142,020
Telephone and utilities	34,370	33,208
Insurance	8,871	7,266
Depreciation	18,112	16,705
Other taxes	2,115	(187)
Miscellaneous	<u>1,552</u>	<u>8,176</u>
 Total Expenses	 <u>927,343</u>	 972,672
 Change in Net Assets	 <u>2,280,416</u>	 2,503,412
 Net Assets - Beginning of Year	 <u>2,896,943</u>	 2,996,998
 Net Assets - End of Year	 <u>\$ 3,772,210</u>	 \$ 2,896,943

See accompanying notes.

STATEMENT OF CASH FLOWS

Turn 2 Foundation, Inc.

	Period Ended December 31	
	2011	2010
CASH FLOWS FROM OPERATING ACTIVITIES:		
Cash received from support and revenue	\$ 2,739,129	\$ 2,879,225
Interest and dividends received	(2,578)	16,731
Cash paid to suppliers and employees	(2,660,226)	(3,103,620)
Other taxes paid	<u>(2,115)</u>	<u>187</u>
 Net Cash Provided by (Used in) Operating Activities	 74,210	 (207,477)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(6,956)	(25,153)
Proceeds on sale of investments	311,972	550,000
Purchase of investments	<u>(321,602)</u>	<u>(522,997)</u>
 Net Cash Provided by (Used in) Investing Activities	 (16,586)	 1,850
 Increase (Decrease) in Cash and Cash Equivalents	 57,624	 (205,627)
 Cash and Cash Equivalents - Beginning of the Year	 293,291	 498,918
 Cash and Cash Equivalents - End of the Year	 \$ 350,915	 \$ 293,291

See accompanying notes.

	Period Ended December 31	
	<u>2011</u>	<u>2010</u>
RECONCILIATION OF CHANGE IN NET ASSETS TO NET CASH PROVIDED BY OPERATING ACTIVITIES:		
Change in Net Assets		
Adjustments to Reconcile Change in Net Assets to Net Cash	\$ 875,267	\$ (100,055)
Provided by Operating Activities:		
Depreciation	18,112	16,705
Interest and dividends reinvested	(84,707)	(51,952)
Unrealized (gain) loss on investments	134,047	(124,203)
Gain on sale of investments	(40,677)	(1,816)
Increase (Decrease) in Cash from Changes in:		
Pledges receivable	(885,890)	8,132
Prepaid expenses	(147,030)	491
Accounts payable	431,099	(61,252)
Grants payable	(250,000)	100,000
Deferred revenue	<u>23,989</u>	<u>6,473</u>
Total Adjustments	<u>(801,057)</u>	<u>(107,422)</u>
Net Cash Provided by (Used in) Operating Activities	<u>\$ 74,210</u>	<u>\$ (207,477)</u>

See accompanying notes.

NOTES TO FINANCIAL STATEMENTS

Turn 2 Foundation, Inc.

1 Summary of Significant Accounting Policies

Nature of the Organization:

To create and support signature programs and activities that motivate young people to turn away from drugs and alcohol and "TURN 2" healthy lifestyles. Through these ventures, Turn 2 Foundation, Inc. ("Foundation") strives to create outlets that promote and reward academic excellence, leadership development and positive behavior. The Foundation's goal is to see the children of these programs grow safely and successfully into adulthood and become the leaders of tomorrow.

Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition:

Contributions and grants are considered earned income and are recognized over the periods to which they relate. Contributions and grants received in advance are recorded as deferred income.

Contributions and grants are recognized when awarded as unrestricted, temporarily restricted or permanently restricted in accordance with donor specifications. When a restriction expires through accomplishment of purpose or passage of time, the restricted net assets are reclassified to unrestricted and reported in the Statement of Activities as net assets released from restrictions. All revenue amounts earned by the Foundation during 2011 and 2010 were unrestricted.

Donated Services:

The Foundation received donated services (general assistance, fundraising events, telephone answering, etc.) which do not meet the criteria for recognition under FASB ACS 958-605 or cannot be objectively measured. These donations, while not recognized in the financial statements, provide valuable resources to the Foundation.

Classification of Net Assets:

In accordance with U.S. GAAP, contributions are classified as unrestricted, temporarily restricted and permanently restricted based on donor specifications. Assets, liabilities, revenue and gains are presented under these classifications. Designations by the Board, while separately stated, are considered unrestricted.

NOTES TO FINANCIAL STATEMENTS

Turn 2 Foundation, Inc.

1 Summary of Significant Accounting Policies, Continued

Classification of Net Assets, Continued:

Grants and contributions received with donor-imposed restrictions are recorded as unrestricted if the restrictions are expected to be met within the same period. This policy is also followed for investment income received with donor-imposed restrictions.

Cash and Cash Equivalents:

For the purposes of the Statement of Cash Flows, the Foundation considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents. Temporarily uninvested cash in investment accounts is considered an investment rather than a cash equivalent.

At times during the year, the Foundation maintained funds on deposit at its banks in excess of FDIC insurance limits.

Marketable Securities:

Marketable securities are recorded at fair market value based on published market prices. The difference between their cost and fair market value is recorded as an unrealized gain or loss in the Statement of Activities. Specific-identification is used to identify securities sold. For donated marketable securities, cost is market value at the date of donation.

Fair Value Measurements:

As defined in FASB ASC 820, "Fair Value Measurements", fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. In determining fair value, the Foundation utilizes certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable firm inputs. The Foundation utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Based on the examination of the inputs used in the valuation techniques, the Foundation is required to provide the following information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

NOTES TO FINANCIAL STATEMENTS

Turn 2 Foundation, Inc.

1 Summary of Significant Accounting Policies, Continued

Fair Value Measurements, Continued:

- Level 1: Quoted market prices in active markets for identical assets or liabilities.
- Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.
 - Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3: Unobservable inputs that are not corroborated by market data.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Property and Equipment:

Property and equipment purchased by the Foundation are carried at cost. Donated property and equipment are recorded at estimated fair value at the date of donation. Expenditures for maintenance and repairs are charged to income as incurred. Additions and betterments are capitalized. The cost and related accumulated depreciation of properties sold or otherwise disposed of are removed from the accounts and any gain or loss is reflected in the current year's activities.

	2011	2010
Leasehold improvements	\$ 5,450	\$ 5,450
Computer equipment	49,923	47,638
Furniture and fixtures	<u>75,611</u>	<u>70,940</u>
	<u>130,984</u>	<u>124,028</u>
Less accumulated depreciation	<u>(91,959)</u>	<u>(73,847)</u>
	<u><u>\$ 39,025</u></u>	<u><u>\$ 50,181</u></u>

NOTES TO FINANCIAL STATEMENTS

Turn 2 Foundation, Inc.

1 Summary of Significant Accounting Policies, Continued

Property and Equipment, Continued:

The Foundation primarily follows the straight-line method of depreciation utilizing the following lives:

Class	Years
Leasehold improvements	5 - 10
Computer equipment	5 - 15
Furniture and fixtures	5 - 10

Depreciation expense was \$18,112 (2011) and \$16,705 (2010).

Income Taxes:

The Foundation qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code and accordingly, is not subject to Federal income tax. However, if the Foundation does not meet the public support criteria after the five-year ruling period, it will be required to pay excise tax on its net investment income for those years.

The Foundation terminated its private foundation status and filed notice with the IRS to operate as a publicly supported organization. The Foundation received a determination letter from the IRS dated September 11, 2007, approving the change effective for sixty months beginning January 1, 2008.

The Internal Revenue Code requires that minimum distributions be made in accordance with a specified formula. At December 31, 2011 and 2010, the Foundation had made distributions in excess of the required minimum.

Accounting for Uncertainty in Income Taxes:

The provisions of "Accounting for Uncertainty in Income Taxes" prescribe a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. The amount recognized is measured as the amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. The Foundation recognizes interest and penalties accrued, if any, related to unrecognized tax uncertainties in income tax expense.

NOTES TO FINANCIAL STATEMENTS

Turn 2 Foundation, Inc.

1 Summary of Significant Accounting Policies, Continued

Accounting for Uncertainty in Income Taxes, Continued:

The Foundation is subject to U.S. federal jurisdiction income tax examinations for the tax years 2007 through 2011. In addition, the Foundation is subject to state and local income tax examinations for the tax years 2006 through 2011.

As a result of the implementation of this standard, the Foundation determined that there are no material uncertain tax positions.

Reclassifications:

Certain prior year amounts have been reclassified to conform with the current year's presentation.

Subsequent Events:

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements.

Subsequent events have been evaluated through August 6, 2012, which is the date the financial statements were available to be issued.

NOTES TO FINANCIAL STATEMENTS

Turn 2 Foundation, Inc.

2 Marketable Securities

	2011		2010	
	Cost	Market	Cost	Market
Stocks:				
Mid-cap stocks	\$ 92,652	\$ 143,540	\$ 92,651	\$ 148,212
Ishares stocks	126,726	174,910	103,572	172,826
Index stocks	83,831	87,683	-	-
Small-cap stocks	25,662	20,670	-	-
Emerging markets bond stock	52,848	48,640	-	-
S&P 500 Depository Receipts	252,765	251,000	252,765	251,500
Mutual Funds:				
International funds	145,012	137,165	167,386	215,704
Gateway funds	46,484	49,514	101,968	107,318
Global funds	52,946	47,779	-	-
Merger funds	73,355	73,072	71,296	71,878
Mutual series funds	53,307	39,734	52,261	40,754
Value funds	56,551	40,981	45,644	41,439
Cash reserves funds	2,497	2,497	2,497	2,497
Bonds	961,374	975,985	1,000,956	1,040,075
Total	\$ 2,026,010	2,093,170	\$ 1,890,996	2,092,203
Less Cost		<u>2,026,010</u>		<u>1,890,996</u>
Net Unrealized Gains (Losses) on Marketable Securities		\$ 67,160		\$ 201,207

Following is a description of the valuation methodologies used for marketable securities measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Stocks:

The fair value of the common stocks and mutual funds are based on quoted market prices.

Mutual Funds:

The fair value of the common stocks and mutual funds are based on quoted market prices.

NOTES TO FINANCIAL STATEMENTS

Turn 2 Foundation, Inc.

2 Marketable Securities, Continued

Bonds:

Bonds are valued based on observable inputs, such as dealer quotes, available trade information, spreads, bids and offers, prepayment speeds, U.S. Treasury curves and interest rate movements. Because of this, bonds in this category are classified as Level 2.

The following table presents the financial instruments carried at fair value as of December 31, 2011 by FASB ASC 820 valuation hierarchy (as described above).

	Quoted Prices in Active Markets (Level 1)	Models with Significant Observable Market Parameters (Level 2)	Unobservable Inputs that are not Corroborated by Market Data (Level 3)	Total Carrying Value in the Statement of Financial Position
Stocks:				
Mid-cap stocks	\$ 143,540	\$ -	\$ -	\$ 143,540
Ishares stocks	174,910	-	-	174,910
Index stocks	87,683	-	-	87,683
Small-cap stocks	20,670	-	-	20,670
Emerging markets bond stock	48,640	-	-	48,640
S&P 500 Depository Receipts	251,000	-	-	251,000
Mutual Funds:				
International funds	137,165	-	-	137,165
Gateway funds	49,514	-	-	49,514
Global funds	47,779	-	-	47,779
Merger funds	73,072	-	-	73,072
Mutual series funds	39,734	-	-	39,734
Value funds	40,981	-	-	40,981
Cash reserves funds	2,497	-	-	2,497
Bonds	-	975,985	-	975,985
Total	\$ 1,117,185	\$ 975,985	\$ -	\$ 2,093,170

NOTES TO FINANCIAL STATEMENTS

Turn 2 Foundation, Inc.

2 Marketable Securities, Continued

The following table presents the financial instruments carried at fair value as of December 31, 2010 by FASB ASC 820 valuation hierarchy (as described above).

	Quoted Market Prices in Active Markets (Level 1)	Models with Significant Observable Market Parameters (Level 2)	Unobservable Inputs that are not Corroborated by Market Data (Level 3)	Total Carrying Value in the Statement of Financial Position
Stocks:				
Mid-cap stocks	\$ 148,212	\$ -	\$ -	\$ 148,212
Ishares stocks	172,826	-	-	172,826
S&P 500 Depository Receipts	251,500	-	-	251,500
Mutual Funds:				
International funds	215,704	-	-	215,704
Gateway funds	107,318	-	-	107,318
Merger funds	71,878	-	-	71,878
Mutual series funds	40,754	-	-	40,754
Value funds	41,439	-	-	41,439
Cash reserves funds	2,497	-	-	2,497
Bonds	<u>-</u>	<u>1,040,075</u>	<u>-</u>	<u>1,040,075</u>
Total	\$ 1,052,128	\$ 1,040,075	\$ -	\$ 2,092,203

3 Leases

The Foundation leases certain office facilities under operating lease agreements, which expire on various dates through 2014.

A related party donor paid for a portion of the rent. This amounted to \$128,814 (2011) and \$126,491 (2010). This was treated as an in-kind contribution.

Net rent expense was \$124,471 (2011) and \$142,020 (2010).

NOTES TO FINANCIAL STATEMENTS

Turn 2 Foundation, Inc.

4 Pledges and Other Receivables

All contributions are considered available for unrestricted use, unless specifically restricted by the donor. Pledges are recorded in the statement of financial position when the Foundation is notified of the pledge and allowances are provided for amounts estimated as uncollectible.

The value of uncollected pledges at December 31, 2011 and 2010 is discounted to net present value using an interest rate of 6%. An allowance for uncollectible pledges is then applied to the aggregate of pledges receivable.

	<u>2011</u>	<u>2010</u>
Uncollected Pledges are due as follows:		
Promises to give due within 1 year	\$ 727,759	\$ 525,000
Promises to give due in 1 to 5 years	<u>1,300,000</u>	<u>500,000</u>
	<u>2,027,759</u>	<u>1,025,000</u>
Less:		
Net present value discount	(235,940)	(113,821)
Allowance for uncollectible pledges	<u>-</u>	<u>(5,250)</u>
Total	<u><u>\$ 1,791,819</u></u>	<u><u>\$ 905,929</u></u>

Meaden&Moore

INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTAL INFORMATION

Officers and Trustees
Turn 2 Foundation, Inc.
New York, NY

We have audited the financial statements of TURN 2 FOUNDATION, INC. as of and for the years ended December 31, 2011 and 2010, and our report thereon dated August 6, 2012 which expressed an unqualified opinion on those financial statements, appears on page 1. Our audits were conducted for the purpose of forming an opinion on the financial statements taken as a whole. The financial information on pages 17 - 20 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Meaden & Moore, Ltd.

MEADEN & MOORE, LTD.
Certified Public Accountants

August 6, 2012
Cleveland, Ohio



Meaden & Moore, Ltd.
(A Meaden & Moore Company)

1100 Superior Avenue Suite 1100 Cleveland, Ohio 44114-2523 216-241-3272 FAX 216-771-4511
Akron Atlanta Charlotte Chicago Cleveland Columbus Los Angeles Naperville New York Orlando Pittsburgh Wooster

SCHEDULE OF SPECIAL EVENTS AND CHARITABLE ACTIVITIES

Turn 2 Foundation, Inc.

For the Year Ended December 31, 2011

	Special Events					
	2011	2011	New York	2011	2011	Total
	New York	New York	Photo	Tampa	Tampa	Special
	Summer	Auction	Sales	Golf Outing	Auction	Events
Receipts:						
Gross receipts	\$ 542,018	\$ 59,775	\$ 6,000	\$ 385,082	\$ 126,275	\$ 1,119,150
Less contribution portion	-	-	-	-	-	-
Proceeds from Events	542,018	59,775	6,000	385,082	126,275	1,119,150
Direct Expenses:						
Credit card fees	3,385	348	35	6,059	1,890	11,717
Facility expense	56,303	5,785	581	55,550	17,331	135,550
Event/Program coordinator	50,250	-	-	19,055	5,945	75,250
Event Planning/Travel Expenses	-	-	-	1,419	-	1,419
Give aways - t-shirts, photos, books	20,841	2,141	215	23,974	-	47,171
Printing & copying	-	-	-	-	-	-
Entertainment/Production	10,474	462	46	31,881	9,947	52,810
Coaches/Consultants/Speaker Fees	-	-	-	-	-	-
Photography	1,800	-	-	5,274	1,646	8,720
Airfare/Celebrity Guest Travel	-	-	-	8,772	-	8,772
Lodging	1,855	-	-	4,830	-	6,685
Airfare	-	-	-	5,500	-	5,500
Ground transportation/Buses	11,488	-	-	13,853	-	25,341
Parking	-	-	-	16	-	16
Miscellaneous Travel/Tips	1,311	-	-	12,963	-	14,274
Telephone	-	-	-	152	-	152
Postage & shipping	111	-	-	7,525	2,348	9,984
Advertising/media/signage	795	-	-	2,582	806	4,183
Ticket expense/Programs/Invitations	774	80	8	3,235	1,009	5,106
Uniforms, Caps, Jerseys, Pants	-	-	-	-	-	-
Game Tickets	-	500	-	-	-	500
Security	449	46	5	5,659	1,766	7,925
Meals	508	-	-	1,454	454	2,416
Flowers/Planters/Tee Markers	747	-	-	3,363	1,049	5,159
Conferences/Training/Camp Fees	-	-	-	-	-	-
Supplies and copies	2,282	174	17	2,414	569	5,456
Other Expenses	-	-	-	-	-	-
Program Equipment & Storage	-	-	-	-	-	-
Party/Entertainment Expenses	-	-	-	-	-	-
Stipends	-	-	-	-	-	-
Internships	-	-	-	-	-	-
 Total Expenses	 163,373	 9,536	 907	 215,530	 44,760	 434,106
 Net Income (Expense)	 \$ 378,645	 \$ 50,239	 \$ 5,093	 \$ 169,552	 \$ 81,515	 \$ 685,044

Charitable Activities

After School Programs	2011 Baseball Outing	FL, MI & NY Baseball Clinics	Summer Camp Programs	Jeter's Meters Program	2011 NYC/MI Holiday Parties	New York Presbyterian Hospital Turn 2 Us Program	Jeter's Leaders Program
\$ - -	\$ - -	\$ - -	\$ - -	\$ - -	\$ - -	\$ 15,000	\$ - -
-----	-----	-----	-----	-----	-----	15,000	-----
- - -	- - -	- - -	- - -	- - -	- - -	- - -	- - -
- - -	- - -	1,100	- -	- -	41,426	- -	16,174
- - -	- - -	9,000	- -	- -	- -	15,000	- -
3,379	864	5,480	- -	2,624	20,563	- -	4,900
- - -	- - -	685	- -	- -	- -	- -	4,557
- - -	- - -	- - -	- - -	- - -	- - -	- - -	- - -
- - -	- - -	11,954	- -	- -	- -	- -	1,986
- - -	- - -	655	- -	- -	4,262	- -	400
- - -	- - -	- - -	- - -	- - -	- - -	- - -	- - -
- - -	- - -	3,530	- -	- -	3,295	- -	18,590
- - -	- - -	4,037	- -	- -	4,700	- -	5,110
3,742	8,750	- -	- -	- -	6,610	- -	28,280
- - -	- - -	101	- -	- -	300	- -	- -
- - -	- - -	798	- -	- -	10,657	- -	- -
- - -	- - -	- - -	- - -	- - -	- - -	- - -	2,242
- - -	- - -	201	- -	- -	2,951	13	882
- - -	- - -	- - -	- - -	- - -	829	- -	1,657
- - -	- - -	- - -	- - -	- - -	- - -	- - -	- - -
- - -	- - -	1,900	- -	- -	- -	- -	- -
- - -	- - -	- - -	- - -	- - -	- - -	- - -	- - -
- - -	- - -	- - -	- - -	- - -	2,633	- -	- -
- - -	- - -	21,201	- -	- -	11,398	- -	29,756
15,000	- -	- -	575	- -	- -	- -	7,839
- - -	- - -	584	- -	- -	2,517	- -	2,304
- - -	- - -	2,399	- -	- -	1,526	- -	21,484
- - -	- - -	4,496	- -	- -	- -	- -	- -
- - -	3,368	940	- -	- -	14,793	- -	7,457
- - -	- - -	- - -	- - -	- - -	- - -	- -	30,000
- - -	- - -	- - -	- - -	- - -	- - -	695	59,999
18,379	7,974	77,811	575	2,624	128,460	15,708	243,617
\$ (18,379)	\$ (7,974)	\$ (77,811)	\$ (575)	\$ (2,624)	\$ (128,460)	\$ (15,708)	\$ (243,617)

<u>Jeter's Leadership Conference</u>	<u>Other Charitable Programs</u>	<u>Total Charitable Activities</u>
\$ 22,800	\$ -	\$ 37,800
<u>22,800</u>	<u>-</u>	<u>37,800</u>

83,560	-	142,260
-	-	24,000
-	-	-
6,403	1,006	45,219
1,822	-	7,064
-	-	-
11,850	3,068	28,858
2,930	-	8,247
-	-	-
14,835	121	40,371
25,706	1,800	41,353
22,677	1,387	71,446
-	77	478
-	1,982	13,437
-	810	3,052
5,706	528	10,281
-	-	2,486
-	-	-
-	-	1,900
-	1,865	1,865
7,738	-	10,371
27,304	335	89,994
-	-	-
4,414	-	27,828
9,916	872	16,193
305	2,189	27,903
-	367	4,863
5,997	-	32,555
-	-	30,000
-	-	60,694
<u>231,163</u>	<u>16,407</u>	<u>742,718</u>
<u>\$ (231,163)</u>	<u>\$ (16,407)</u>	<u>\$ (742,718)</u>

SCHEDULE OF SPECIAL EVENTS AND CHARITABLE ACTIVITIES

Turn 2 Foundation, Inc.

For the Year Ended December 31, 2010

	Special Events				
	2010 New York Events	2010 New York Auction	2010 Tampa Golf Outing	2010 Tampa Auction	Total Special Events
Receipts:					
Gross receipts	\$ 530,550	\$ 187,796	\$ 145,618	\$ 20,165	\$ 884,129
Less contribution portion	-	-	-	-	-
Proceeds from Events	<u>530,550</u>	<u>187,796</u>	<u>145,618</u>	<u>20,165</u>	<u>884,129</u>
Direct Expenses:					
Credit card fees	12,936	3,197	3,442	1,181	20,756
Facility expense	86,865	21,467	54,717	18,356	181,405
Event/Program coordinator	40,000	-	18,615	6,385	65,000
Event Planning Travel Expenses	-	-	1,444	-	1,444
Give aways - T-shirts, Photos, Books	8,826	2,181	21,620	-	32,627
Printing & copying	-	-	-	-	-
Coaches/Consultants/Speaker Fees	-	-	-	-	-
Entertainment/Production	102,166	23,222	69,403	23,805	218,596
Photography	783	-	5,252	1,802	7,837
Airfare/Celebrity Guest Travel	135	-	11,017	-	11,152
Lodging	-	-	6,521	-	6,521
Airfare	50	-	3,584	-	3,634
Ground transportation/Buses	1,934	-	9,960	-	11,894
Parking	155	-	-	-	155
Miscellaneous	2,368	-	20,936	-	23,304
Telephone	-	-	-	-	-
Postage & shipping	1,659	-	-	-	1,659
Advertising/media/signage	3,548	-	3,795	1,302	8,645
Ticket expense/Programs/Invitations	14,158	3,499	9,132	3,132	29,921
Uniforms, Caps, Jerseys, Pants	-	-	-	-	-
Game Tickets	-	-	-	-	-
Security	5,593	1,382	9,563	3,280	19,818
Meals	163	-	180	62	405
Conferences/Training/Camp Fees	-	-	-	-	-
Supplies	-	-	-	-	-
Flowers/Planters/Tee Markers	3,750	-	2,210	758	6,718
Supplies and copies	115	28	200	69	412
Other Expenses	1,991	-	1,992	-	3,983
Auction Displays/Bid Sheets	-	79	-	-	79
Program Equipment & Storage	-	-	-	-	-
Party/Entertainment Expenses	-	-	-	-	-
Stipends	-	-	-	-	-
Internships	-	-	-	-	-
Total Expenses	<u>287,195</u>	<u>55,055</u>	<u>253,583</u>	<u>60,132</u>	<u>655,965</u>
Net Income (Expense)	<u>\$ 243,355</u>	<u>\$ 132,741</u>	<u>\$ (107,965)</u>	<u>\$ (39,967)</u>	<u>\$ 228,164</u>

Charitable Activities

After School Programs	2010 Baseball Outing	FL, MI & NY		2010 NYC/MI Holiday Parties	New York Presbyterian Hospital Turn 2 Us Program			Jeter's Leaders Program	Other Charitable Programs	Total Charitable Activities
		Baseball Clinics	Jeter's Meters Program		Holiday Parties	Turn 2 Us Program				
\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
-	-	-	\$ 2,500	\$ 2,500	-	-	-	-	-	\$ 2,500
-	-	-	\$ 2,500	\$ 2,500	-	-	-	-	-	\$ 2,500
-	-	-	-	-	-	-	-	-	-	-
-	-	1,250	-	-	3,500	-	-	-	-	4,750
-	-	-	-	-	-	15,000	-	-	-	15,000
450	97	-	2,668	12,610	-	25,642	1,785	43,252		
-	-	240	-	160	-	6,971	-	7,371		
-	-	22,724	-	-	-	29,713	3,600	56,037		
-	-	-	-	-	-	-	-	-	-	-
-	-	400	-	875	-	2,450	-	3,725		
-	-	770	-	-	-	-	-	770		
-	-	2,051	-	1,054	-	53,564	4,141	60,810		
-	-	-	-	-	-	3,050	259	3,309		
-	3,649	14,263	-	(10,956)	-	49,850	7,791	64,597		
-	105	-	-	45	-	-	72	222		
-	180	74	-	2,000	-	4,546	74	6,874		
-	-	-	-	-	-	3,228	100	3,328		
-	-	736	-	2,483	57	447	203	3,926		
-	-	453	-	408	-	-	-	861		
-	-	-	-	-	-	-	-	-	-	-
-	-	8,744	-	-	-	-	-	-	-	8,744
-	1,232	-	-	-	-	-	-	-	-	1,232
-	-	-	-	2,835	-	5,600	-	8,435		
-	863	17,794	-	3,838	590	40,834	1,681	65,600		
15,000	-	-	-	-	-	15,519	2,840	33,359		
-	-	880	-	1,623	-	6,880	326	9,709		
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	98	-	207	-	305		
-	-	-	-	-	-	-	-	-	-	-
-	-	7,398	-	-	529	-	-	7,927		
-	-	-	-	15,649	416	13,048	347	29,460		
-	-	-	-	-	-	45,000	-	45,000		
-	-	-	-	-	3,763	18,028	-	21,791		
15,450	6,126	77,777	2,668	36,222	20,355	324,577	23,219	506,394		
\$ (15,450)	\$ (6,126)	\$ (77,777)	\$ (2,668)	\$ (36,222)	\$ (20,355)	\$ (324,577)	\$ (23,219)	\$ (506,394)		

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
50,000.								
			TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS				1,737.	
			TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				10,670.	
			MORGAN STANLEY GLBL NT 6.75% PROPERTY TYPE: SECURITIES 50,000.			P	08/27/2002	04/15/2011
100,000.			WELLS FARGO CAPTL XV 9.75% PROPERTY TYPE: SECURITIES 100,000.			P	10/09/2008	10/03/2011
76,259.			2517.623 SHS FIDELITY DIVERSIFIED INTERN PROPERTY TYPE: SECURITIES 62,210.			P	01/29/2001	06/29/2011
60,344.			2290.951 SHS GATEWAY FUND CLASS A PROPERTY TYPE: SECURITIES 56,701.			P	10/22/2009	06/29/2011
25,369.			879.353 SHS MATTHEWS CHINA FUND PROPERTY TYPE: SECURITIES 14,791.			P	03/01/2006	06/29/2011
TOTAL GAIN(LOSS)							<u>40,677.</u>	