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

2011

Department of the Treasury
Internal Revenue Service

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

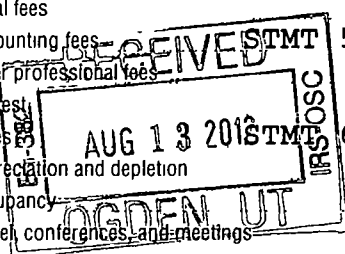
For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE DMK FOUNDATION		A Employer identification number 61-1438237
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 24950		B Telephone number 310-477-0450
City or town, state, and ZIP code LOS ANGELES, CA 90024		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 7,285,416.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,014,556.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	854.	854.		STATEMENT 2
	4 Dividends and interest from securities	183,429.	183,429.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	342,683.			STATEMENT 1
	b Gross sales price for all assets on line 6a	3,381,305.			
	7 Capital gain net income (from Part IV, line 2)		648,995.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	342.	342.		STATEMENT 4	
12 Total. Add lines 1 through 11	1,541,864.	833,620.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	29,197.	19,197.		10,000.
	c Other professional fees				
	17 Interest				
	18 Taxes	23,815.	3,397.		10.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	61,776.	59,103.		2,673.
	24 Total operating and administrative expenses. Add lines 13 through 23	114,788.	81,697.		12,683.
	25 Contributions, gifts, grants paid	385,330.			385,330.
26 Total expenses and disbursements. Add lines 24 and 25	500,118.	81,697.		398,013.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,041,746.				
b Net investment income (if negative, enter -0-)		751,923.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	119,353.	34,730.	34,730.
	2 Savings and temporary cash investments	297,872.	233,126.	233,126.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	6,441,011.	7,017,560.	7,017,560.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	6,858,236.	7,285,416.	7,285,416.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	6,858,236.	7,285,416.		
30 Total net assets or fund balances	6,858,236.	7,285,416.		
31 Total liabilities and net assets/fund balances	6,858,236.	7,285,416.		

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	6,858,236.
2 Enter amount from Part I, line 27a	2	1,041,746.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,899,982.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	614,566.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,285,416.

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			
b SEE ATTACHED STATEMENTS			
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 3,381,305.		2,732,310.	648,995.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			648,995.

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	648,995.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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 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	425,230.	6,096,370.	.069751
2009	420,597.	4,957,509.	.084840
2008	415,674.	5,822,057.	.071396
2007	655,795.	6,033,665.	.108689
2006	542,108.	5,246,302.	.103331

2 Total of line 1, column (d)	2	.438007
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.087601
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,793,660.
5 Multiply line 4 by line 3	5	595,131.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,519.
7 Add lines 5 and 6	7	602,650.
8 Enter qualifying distributions from Part XII, line 4	8	398,013.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	15,038.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	15,038.
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	15,038.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	11,040.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	9,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	20,040.	
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		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,002.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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 ► N/A	13	X	
14	The books are in care of ► MOSS ADAMS LLP Telephone no. ► 310-477-0450 Located at ► 10960 WILSHIRE BLVD., SUITE 1100, LOS ANGELES, CA ZIP+4 ► 90024			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
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.)	N/A	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"/> 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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
DAVID E. KELLEY	TRUSTEE			
C/O MOSS ADAMS LLP, P.O. BOX 24950				
LOS ANGELES, CA 90024	1.00	0.	0.	0.
MICHELLE KELLEY	TRUSTEE			
C/O MOSS ADAMS LLP, P.O. BOX 24950				
LOS ANGELES, CA 90024	1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

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

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	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3

0.

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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	6,521,387.
b Average of monthly cash balances	1b	375,730.
c Fair market value of all other assets	1c	0.
d Total (add lines 1a, b, and c)	1d	6,897,117.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	6,897,117.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	103,457.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,793,660.
6 Minimum investment return. Enter 5% of line 5	6	339,683.

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	339,683.
2a Tax on investment income for 2011 from Part VI, line 5	2a	15,038.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	15,038.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	324,645.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	324,645.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	324,645.

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	398,013.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	398,013.
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	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	398,013.

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				324,645.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	105,952.			
b From 2007	364,992.			
c From 2008	133,247.			
d From 2009	174,634.			
e From 2010	131,413.			
f Total of lines 3a through e	910,238.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	398,013.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				324,645.
e Remaining amount distributed out of corpus	73,368.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below.				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	983,606.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	105,952.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	877,654.			
10 Analysis of line 9:				
a Excess from 2007	364,992.			
b Excess from 2008	133,247.			
c Excess from 2009	174,634.			
d Excess from 2010	131,413.			
e Excess from 2011	73,368.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling



b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed
- 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.

[illegible]

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).)

SEE STATEMENT 9

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
a Paid during the year				
CASTILLEJA SCHOOL FOUNDATION 1310 BRYANT ST PALO ALTO, CA 94301	N/A	170(B)(1)(A)(I)	EDUCATIONAL SUPPORT.	40,000.
BELMONT HILL SCHOOL, INC 350 PROSPECT STREET BELMONT, MA 02478	N/A	170(B)(1)(A)(I)	EDUCATIONAL SUPPORT.	305,000.
GOOD SHEPHERD SHELTER OF LOS ANGELES 2561 VENICE BOULEVARD LOS ANGELES, CA 90019	N/A	170(B)(1)(A)(V)	PROVIDE SHELTER FOR BATTERED WOMEN AND THEIR CHILDREN.	5,000.
VISTA CENTER FOR THE BLIND AND VISUALLY IMPAIRED 2470 EL CAMINO REAL, STE. 107 PALO ALTO, CA 94306	N/A	170(B)(1)(A)(V)	TO ENABLE INDIVIDUALS WHO ARE VISUALLY IMPAIRED TO ACHIEVE THEIR HIGHEST POTENTIAL.	10,000.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL INC. 262 DANNY THOMAS PLACE MEMPHIS, TN 38105-3678	N/A	170(B)(1)(A)(I)	TO ADVANCE CURES AND MEANS OF PREVENTION FOR PEDIATRIC CATASTROPHIC DISEASES THROUGH RESEARCH AND	330.
Total	SEE CONTINUATION SHEET(S)			3a 385,330.
b Approved for future payment				
NONE				
Total			3b	0.

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - ST. JUDE CHILDREN'S RESEARCH HOSPITAL INC.

TO ADVANCE CURES AND MEANS OF PREVENTION FOR PEDIATRIC CATASTROPHIC
DISEASES THROUGH RESEARCH AND TREATMENT.

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

- | | | Yes | No |
|----------|--|--------------|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**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 on trustee

18/9/12
Date

PRESIDENT
Title

May the IRS discuss this return with the preparer shown below (see instr. 7)?

**Paid
Preparer
Use Only**

Print/Type preparer's name THOMAS M. GARCIA	Preparer's signature <i>Thomas M. Garcia</i>	Date 8/2/12	Check <input type="checkbox"/> if self-employed	PTIN P00166816
Firm's name ▶ MOSS ADAMS, LLP			Firm's EIN ▶ 91-0189318	
Firm's address ▶ 10960 WILSHIRE BLVD., SUITE 1100 LOS ANGELES, CA 90024			Phone no. 310-477-0450	

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

Employer identification number

THE DMK FOUNDATION

61-1438237

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Name of organization

Employer identification number

THE DMK FOUNDATION**61-1438237****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
<u>1</u>	DAVID E. & MICHELLE KELLEY C/O MOSS ADAMS 10960 WILSHIRE BLVD., SUITE 1100 LOS ANGELES, CA 90024	\$ <u>1,014,556.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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)

Employer identification number

61-1438237

[illegible]

Name of organization

Employer identification number

THE DMK FOUNDATION**61-1438237**

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) ▶ \$ _____

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

DMK FOUNDATION - CONTRIBUTED SECURITIES SOLD

FEIN 61-1438237

ATTACHMENT 1

Security Description	Date of Original Purchase	Date of Contribution to Foundation	Date of Sale	Attachment	Sales Price	Cost Basis	Gain/(Loss)
Apple	12/9/2008	12/28/10	1/7/2011	See Attachment #6	141,517.92	43,354.01	98,163.91
Caterpillar Inc	12/24/2007	12/28/10	1/7/2011	See Attachment #6	16,903.45	5,980.97	10,922.48
Del Monte Foods	Various	12/28/10	1/7/2011	See Attachment #6	15,594.06	6,050.87	9,543.19
Ford Motor Co	Various	12/28/10	1/7/2011	See Attachment #6	73,515.23	25,720.01	47,795.22
Goldman Sachs Group	12/2/2008	12/28/10	1/7/2011	See Attachment #6	12,293.79	4,524.90	7,768.89
Merrill Lynch #04358 Subtotal					259,824.45	85,630.76	174,193.69
HSBC Hldgs Plc	4/8/2009	12/28/10	1/7/2011	See Attachment #3	32,085.38	11,240.44	20,844.94
Hertz Global Holdings	Various	12/28/10	1/7/2011	See Attachment #3	63,719.82	14,929.34	48,790.48
Intuite Surgical Inc	4/2/2009	12/28/10	1/7/2011	See Attachment #3	8,500.02	3,134.96	5,365.06
Lauder Estee Cos Inc	12/9/2008	12/28/10	1/7/2011	See Attachment #3	46,540.24	16,773.47	29,766.77
Marriott Intl Inc	3/16/2009	12/28/10	1/7/2011	See Attachment #3	58,843.19	22,095.54	36,747.65
Merrill Lynch #04252 Subtotal					209,688.65	68,173.75	141,514.90
Total Year to Date					469,513.10	153,804.51	315,708.59

RECALCULATION OF COST BASIS TO FMV

Books

Security Description	Date of Original Purchase	Date of Contribution to Foundation	Date of Sale	Attachment	Sales Price	Cost Basis	Gain/(Loss)
Apple	12/9/2008	12/28/10	1/7/2011	See Attachment #6	141,517.92	137,999.28	3,518.64
Caterpillar Inc	12/24/2007	12/28/10	1/7/2011	See Attachment #6	16,903.45	16,957.89	(54.44)
Del Monte Foods	Various	12/28/10	1/7/2011	See Attachment #6	15,594.06	15,493.50	100.56
Ford Motor Co	Various	12/28/10	1/7/2011	See Attachment #6	73,515.23	67,421.90	6,093.33
Goldman Sachs Group	12/2/2008	12/28/10	1/7/2011	See Attachment #6	12,293.79	12,181.68	112.11
Merrill Lynch #04358 Subtotal					259,824.45	250,054.25	9,770.20
HSBC Hldgs Plc	4/8/2009	12/28/10	1/7/2011	See Attachment #3	32,085.38	31,032.32	1,053.06
Hertz Global Holdings	Various	12/28/10	1/7/2011	See Attachment #3	63,719.82	63,585.00	134.82
Intuite Surgical Inc	4/2/2009	12/28/10	1/7/2011	See Attachment #3	8,500.02	8,339.20	160.82
Lauder Estee Cos Inc	12/9/2008	12/28/10	1/7/2011	See Attachment #3	46,540.24	46,327.20	213.04
Marriott Intl Inc	3/16/2009	12/28/10	1/7/2011	See Attachment #3	58,843.19	60,778.99	(1,935.80)
Merrill Lynch #04252 Subtotal					209,688.65	210,062.71	(374.06)
Total Year to Date					469,513.10	460,116.96	9,396.14

Difference between Tax and Books 306,312.45 ①

990-PF Part IV Line 2 648,995.00
 990-PF Part I Line 6a column a (342,683.00)
 Difference between Tax and Books 306,312.00 ②

① — ② 0.45 ②

DMK FOUNDATION - CAPITAL GAIN DISTRIBUTIONS & CASH IN LIEU TRANSACTIONS
FEIN: 61-1438237

ATTACHMENT 2

Short Term Capital Gain Distributions

<u>Acct #</u>	<u>Security Description</u>	<u>Attachment</u>	<u>Date of Distribution</u>	<u>Distribution</u>
04355	First Trust High Income Long/Short Fd	See Attachment #4	11/15/11	\$ 1,335.00
04355	First Trust High Income Long/Short Fd	See Attachment #4	12/09/11	261.35
04355	Ivy High Income Fund CL I	See Attachment #4	12/09/11	940.63
04355	JPMorgan Strategic Income Opp Sel	See Attachment #4	12/19/11	3,947.18
04355	Loomis Sayles Invst Grade BD FD CL Y	See Attachment #4	12/30/11	220.40
04357	IVA Worldwide Fund CL I	See Attachment #5	12/15/11	1,979.20
				<u>\$ 8,683.76</u>

Long Term Capital Gain Distributions

<u>Acct #</u>	<u>Security Description</u>	<u>Attachment</u>	<u>Date of Distribution</u>	<u>Distribution</u>
04355	First Trust High Income Long/Short FD	See Attachment #4	12/09/11	\$ 2.60
04355	Ivy High Income Fund CL I	See Attachment #4	12/09/11	1,778.74
04355	JPMorgan Strategic Income Opp Fund	See Attachment #4	12/19/11	339.42
04355	Loomis Sayles Invst Grade BD FD CL Y	See Attachment #4	12/30/11	621.26
04357	IVA Worldwide Fund CL I	See Attachment #5	12/15/11	4,045.82
04357	IVA Worldwide Fund CL I	See Attachment #5	12/15/11	674.17
04357	Blackrock Global Allocation FD Inc Instl	See Attachment #5	12/21/11	1,622.67
04359	AMB Property Corp	See Attachment #7	Various	9.49
04359	Alexandria Real Est Eqty	See Attachment #7	Various	0.24
04359	Annaly Cap Mgmt Inc	See Attachment #7	Various	2.88
04359	Avalonbay Cmmun Inc Reit	See Attachment #7	Various	6.30
04359	Prologis Inc	See Attachment #7	Various	7.52
04359	Bre Pptys Inc Maryland A Reit	See Attachment #7	Various	1.64
04359	Boston Pptys Inc Reit	See Attachment #7	Various	0.04
04359	Corp office Pptys Trust Reit	See Attachment #7	Various	1.17
04359	Liberty Ppty Tr SBI	See Attachment #7	Various	1.88
04359	Public Storage Reit	See Attachment #7	Various	0.20
04359	Potlatch Corp New	See Attachment #7	Various	24.86
04359	Rayonier Inc Reit	See Attachment #7	Various	24.68
04359	Weyerhaeuser Co	See Attachment #7	Various	42.00
04360	Unvsl Helth Rlty I T SBI	See Attachment #8	12/30/11	15.05
04360	Unvsl Helth Rlty I T SBI	See Attachment #8	12/30/11	22.69
				<u>\$ 9,245.32</u>

Unrecaptured Section 1250 Gain

<u>Acct #</u>	<u>Security Description</u>	<u>Attachment</u>	<u>Date of Distribution</u>	<u>Gain</u>
04359	AMB Property Corp	See Attachment #7	Various	\$ 4.16
04359	Avalonbay Cmmun Inc Reit	See Attachment #7	Various	2.52
04359	Prologis Inc	See Attachment #7	Various	3.30

DMK FOUNDATION - CAPITAL GAIN DISTRIBUTIONS & CASH IN LIEU TRANSACTIONS
FEIN. 61-1438237

ATTACHMENT 2

Unrecaptured Section 1250 Gain (continued)

<u>Acct #</u>	<u>Security Description</u>	<u>Attachment</u>	<u>Date of Distribution</u>	<u>Gain</u>
-04359	Bre Pptys Inc Maryland A Reit	See Attachment #7	Various	3 60
-04359	Boston Pptys Inc Reit	See Attachment #7	Various	0.30
-04359	Corp Office Pptys Trust Reit	See Attachment #7	Various	0.21
-04359	Liberty Ppty Tr SBI	See Attachment #7	Various	3.28
-04359	Nationwide Hlth Pptys Reit	See Attachment #7	Various	0.07
-04359	Public Storage Reit	See Attachment #7	12/29/11	0.02
				<u>\$ 17.46</u>

Cash in Lieu Transactions

<u>Acct #</u>	<u>Security Description</u>	<u>Attachment</u>	<u>Date of Distribution</u>	<u>Cash Received</u>
-04358	Royal Dutch Shell PLC Spons ADR A	See Attachment #6	04/01/11	\$ 27.56
-04359	Rayonier Inc.	See Attachment #7	09/08/11	20.90
-04359	Frac Marriott Intl Inc New A	See Attachment #7	12/28/11	0.09
-04361	Royal Dutch Shell PLC Spons ADR A	See Attachment #9	04/01/11	24.26
-04362	Frac Marriott Intl Inc New A	See Attachment #10	12/28/11	1 31
-07844	Royal Dutch Shell PLC Spons ADR A	See Attachment #12	04/01/11	67.23
-07844	Kazakhgold Group Ltd	See Attachment #12	08/01/11	2 25
				<u>\$ 143.60</u>

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	SALE OF CONTRIBUTED SECURITIES THROUGH ML #04358	D		01/07/11
b	SALE OF CONTRIBUTED SECURITIES THROUGH ML #04252	D		01/07/11
c	CAPITAL GAIN DISTRIBUTIONS THROUGH ML - SEE ATTAC	P		
d	CAPITAL GAIN DISTRIBUTIONS THROUGH ML - SEE ATTAC	P		
e	UNRECAPTURED SECTION 1250 GAIN - SEE ATTACHMENT #	P		
f	CASH IN LIEU SALE OF SECURITIES THROUGH ML - SEE	P		
g	SALE OF SECURITIES THROUGH ML #04252 - SEE ATTACH	P		
h	SALE OF SECURITIES THROUGH ML #04252 - SEE ATTACH	P		
i	SALE OF SECURITIES THROUGH ML #04252 - SEE ATTACH	P		
j	SALE OF SECURITIES THROUGH ML #04252 - SEE ATTACH	P		
k	SALE OF SECURITIES THROUGH ML #04358 - SEE ATTACH	P		
l	SALE OF SECURITIES THROUGH ML #04358 - SEE ATTACH	P		
m	SALE OF SECURITIES THROUGH ML #04359 - SEE ATTACH	P		
n	SALE OF SECURITIES THROUGH ML #04359 - SEE ATTACH	P		
o	SALE OF SECURITIES THROUGH ML #04359 - SEE ATTACH	P		

(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 259,824.		85,631.	174,193.
b 209,689.		68,174.	141,515.
c 8,684.			8,684.
d 9,245.			9,245.
e 18.			18.
f 144.			144.
g 159,523.		144,342.	15,181.
h 25.			25.
i 47,903.		43,921.	3,982.
j 250.			250.
k 18,923.		20,007.	<1,084.>
l 112,924.		89,124.	23,800.
m 40,208.		36,602.	3,606.
n 167.			167.
o 75,280.		64,524.	10,756.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			174,193.
b			141,515.
c			8,684.
d			9,245.
e			18.
f			144.
g			15,181.
h			25.
i			3,982.
j			250.
k			<1,084.>
l			23,800.
m			3,606.
n			167.
o			10,756.

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

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).

If (loss), enter "-0-" in Part I, line 8

3

THE DMK FOUNDATION

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	SALE OF SECURITIES THROUGH ML #04359 - SEE ATTACH	P		
b	SALE OF SECURITIES THROUGH ML #04360 - SEE ATTACH	P		
c	SALE OF SECURITIES THROUGH ML #04360 - SEE ATTACH	P		
d	SALE OF SECURITIES THROUGH ML #04361 - SEE ATTACH	P		
e	SALE OF SECURITIES THROUGH ML #04361 - SEE ATTACH	P		
f	SALE OF SECURITIES THROUGH ML #04362 - SEE ATTACH	P		
g	SALE OF SECURITIES THROUGH ML #04362 - SEE ATTACH	P		
h	SALE OF SECURITIES THROUGH ML #04362 - SEE ATTACH	P		
i	SALE OF SECURITIES THROUGH ML #04362 - SEE ATTACH	P		
j	SALE OF SECURITIES THROUGH ML #04397 - SEE ATTACH	P		
k	SALE OF SECURITIES THROUGH ML #04397 - SEE ATTACH	P		
l	SALE OF SECURITIES THROUGH ML #07844 - SEE ATTACH	P		
m	SALE OF SECURITIES THROUGH ML #07844 - SEE ATTACH	P		
n	SALE OF SECURITIES THROUGH ML #07844 - SEE ATTACH	P		
o	2,999 SH PRUDENTIAL JENNISON NATURAL RESOURCES IN	P	03/31/10	09/30/11

(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 112.			112.
b 194,568.		200,487.	<5,919.>
c 376,070.		300,042.	76,028.
d 2,558.		2,784.	<226.>
e 58,410.		73,303.	<14,893.>
f 16,791.		16,785.	6.
g 130.			130.
h 138,878.		118,459.	20,419.
i 489.			489.
j 190,148.		171,750.	18,398.
k 327,521.		246,972.	80,549.
l 14,841.		11,874.	2,967.
m 80,193.		84,497.	<4,304.>
n 115.			115.
o 126,258.		139,993.	<13,735.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			112.
b			<5,919.>
c			76,028.
d			<226.>
e			<14,893.>
f			6.
g			130.
h			20,419.
i			489.
j			18,398.
k			80,549.
l			2,967.
m			<4,304.>
n			115.
o			<13,735.>

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	
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). If (loss), enter "-0-" in Part I, line 8 }	3	

THE DMK FOUNDATION

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	0.143 SH PRUDENTIAL JENNISON NATURAL RESOURCES IN	P	06/18/10	09/30/11
b	5,000 SH WESTERN ASSET HIGH YIELD DEFINED OPPORTU	P	10/26/10	06/14/11
c	4,832 SH PUTNAM DIVERSIFIED INCOME TRUST FUND CL	P	12/17/09	09/30/11
d	12,658 SH PUTNAM DIVERSIFIED INCOME TRUST FUND CL	P	03/08/10	09/30/11
e	0.702 SH PUTNAM DIVERSIFIED INCOME TRUST FUND CL	P	06/18/10	09/30/11
f	30,000 SH BAC ARN RTY	P	04/29/10	06/24/11
g	6,000 SH EKSPORT ARN GOLD SPOT	P	07/29/10	10/04/11
h	19,000 SH SEK ARN GOLD SPOT	P	09/23/10	11/30/11
i	24,000 SH NUVEEN MORTGAGE OPRTNITY TERM FUND - NO	P		
j	15,000 SH CLEARBRIDGE ENERGY MLP OPPORTUNITY FD I	P		
k	EATON VANCE FLOATING RATE FUND CL I - NONDIVIDEND	P		
l	40 SH ALEXANDRIA REAL EST EQTS - NONDIVIDEND DIST	P		
m	68 SH BRE PPTYS INC MARYLAND A REIT - NONDIVIDEND	P		
n	36 SH CORP OFFICE PPTYS TRUST REIT - NONDIVIDEND	P		
o	212 SH EXCO RES INC - NONDIVIDEND DISTRIBUTION	P		

(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 6.		7.	<1.>
b 97,797.		100,000.	<2,203.>
c 35,322.		37,496.	<2,174.>
d 92,530.		100,000.	<7,470.>
e 5.		6.	<1.>
f 360,731.		300,000.	60,731.
g 71,532.		60,000.	11,532.
h 228,361.		190,000.	38,361.
i 391.			391.
j 4,950.			4,950.
k 150.			150.
l 1.			1.
m 5.			5.
n 5.			5.
o 8.			8.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<1.>
b			<2,203.>
c			<2,174.>
d			<7,470.>
e			<1.>
f			60,731.
g			11,532.
h			38,361.
i			391.
j			4,950.
k			150.
l			1.
m			5.
n			5.
o			8.

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	
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). If (loss), enter "-0-" in Part I, line 8 }	3	

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	132 SH MACK CALI REALTY CORP REIT - NONDIVIDEND D	P		
b	39 SH NATIONWIDE HLTH PPTYS REIT - NONDIVIDEND DI	P		
c	120 SH POTLATCH CORP NEW - NONDIVIDEND DISTRIBUTI	P		
d	292 SH REDWOOD TRUST INC REIT - NONDIVIDEND DISTR	P		
e	32 SH TAUBMAN CTRS INC COM REITS-REGIONAL MALLS -	P		
f	3,904 SH COAST ACCESS II LTD	P	12/21/07	02/11/11
g	6,597 SH COAST ACCESS II LTD	P	12/21/07	05/10/11
h	5,088 SH COAST ACCESS II LTD	P	12/21/07	08/10/11
i	2,709 SH COAST ACCESS II LTD	P	12/21/07	11/10/11
j				
k				
l				
m				
n				
o				

(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 13.			13.
b 10.			10.
c 30.			30.
d 55.			55.
e 4.			4.
f 4,139.		5,447.	<1,308.>
g 7,282.		9,204.	<1,922.>
h 5,337.		7,099.	<1,762.>
i 2,752.		3,780.	<1,028.>
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			13.
b			10.
c			30.
d			55.
e			4.
f			<1,308.>
g			<1,922.>
h			<1,762.>
i			<1,028.>
j			
k			
l			
m			
n			
o			

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	648,995.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF CONTRIBUTED SECURITIES THROUGH ML #04358 - SEE ATTACHMENT #1			01/07/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
259,824.	250,054.	0.	0.	9,770.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF CONTRIBUTED SECURITIES THROUGH ML #04252 - SEE ATTACHMENT #1			01/07/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
209,689.	210,063.	0.	0.	<374.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN DISTRIBUTIONS THROUGH ML - SEE ATTACHMENT #2			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,684.	0.	0.	0.	8,684.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN DISTRIBUTIONS THROUGH ML - SEE ATTACHMENT #2					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
9,245.	0.	0.	0.	9,245.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UNRECAPTURED SECTION 1250 GAIN - SEE ATTACHMENT #2					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
18.	0.	0.	0.	18.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CASH IN LIEU SALE OF SECURITIES THROUGH ML - SEE ATTACHMENT #2					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
144.	0.	0.	0.	144.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF SECURITIES THROUGH ML #04252 - SEE ATTACHMENT #3					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
159,523.	144,342.	0.	0.	15,181.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF SECURITIES THROUGH ML #04252 - SEE ATTACHMENT #3 - WASH SALE					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
25.	0.	0.	0.		25.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF SECURITIES THROUGH ML #04252 - SEE ATTACHMENT #3					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
47,903.	43,921.	0.	0.		3,982.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF SECURITIES THROUGH ML #04252 - SEE ATTACHMENT #3 - WASH SALE					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
250.	0.	0.	0.		250.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF SECURITIES THROUGH ML #04358 - SEE ATTACHMENT #6					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
18,923.	20,007.	0.	0.		<1,084.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF SECURITIES THROUGH ML #04358 - SEE ATTACHMENT #6			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
112,924.	89,124.	0.	0.	23,800.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SALE OF SECURITIES THROUGH ML #04359 - SEE ATTACHMENT #7				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
40,208.	36,602.	0.	0.	3,606.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SALE OF SECURITIES THROUGH ML #04359 - SEE ATTACHMENT #7 - WASH SALE				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
167.	0.	0.	0.	167.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SALE OF SECURITIES THROUGH ML #04359 - SEE ATTACHMENT #7				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
75,280.	64,524.	0.	0.	10,756.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SALE OF SECURITIES THROUGH ML #04359 - SEE ATTACHMENT #7 - WASH SALE				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
112.	0.	0.	0.	112.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF SECURITIES THROUGH ML #04360 - SEE ATTACHMENT #8			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
194,568.	200,487.	0.	0.	<5,919.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SALE OF SECURITIES THROUGH ML #04360 - SEE ATTACHMENT #8				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
376,070.	300,042.	0.	0.	76,028.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SALE OF SECURITIES THROUGH ML #04361 - SEE ATTACHMENT #9				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,558.	2,784.	0.	0.	<226.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF SECURITIES THROUGH ML #04361 - SEE ATTACHMENT #9			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
58,410.	73,303.	0.	0.	<14,893.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF SECURITIES THROUGH ML #04362 - SEE ATTACHMENT #10			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,791.	16,785.	0.	0.	6.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF SECURITIES THROUGH ML #04362 - SEE ATTACHMENT #10 - WASH SALE			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
130.	0.	0.	0.	130.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF SECURITIES THROUGH ML #04362 - SEE ATTACHMENT #10			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
138,878.	118,459.	0.	0.	20,419.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF SECURITIES THROUGH ML #04362 - SEE ATTACHMENT #10 - WASH SALE					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
489.	0.	0.	0.	489.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF SECURITIES THROUGH ML #04397 - SEE ATTACHMENT #11					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
190,148.	171,750.	0.	0.	18,398.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF SECURITIES THROUGH ML #04397 - SEE ATTACHMENT #11					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
327,521.	246,972.	0.	0.	80,549.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF SECURITIES THROUGH ML #07844 - SEE ATTACHMENT #12					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
14,841.	11,874.	0.	0.	2,967.	

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF SECURITIES THROUGH ML #07844 - SEE ATTACHMENT #12				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
80,193.	84,497.	0.	0.	<4,304.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF SECURITIES THROUGH ML #07844 - SEE ATTACHMENT #12 - WASH SALE				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
115.	0.	0.	0.	115.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,999 SH PRUDENTIAL JENNISON NATURAL RESOURCES INC Z			03/31/10	09/30/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
126,258.	139,993.	0.	0.	<13,735.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
0.143 SH PRUDENTIAL JENNISON NATURAL RESOURCES INC Z			06/18/10	09/30/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6.	7.	0.	0.	<1.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD
5,000 SH WESTERN ASSET HIGH YIELD DEFINED OPPORTUNITY FUND	97,797.	100,000.	0.	0.	10/26/10	06/14/11
						<2,203.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD
4,832 SH PUTNAM DIVERSIFIED INCOME TRUST FUND CL Y	35,322.	37,496.	0.	0.	12/17/09	09/30/11
						<2,174.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD
12,658 SH PUTNAM DIVERSIFIED INCOME TRUST FUND CL Y	92,530.	100,000.	0.	0.	03/08/10	09/30/11
						<7,470.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	DATE ACQUIRED	DATE SOLD
0.702 SH PUTNAM DIVERSIFIED INCOME TRUST FUND CL Y	5.	6.	0.	0.	06/18/10	09/30/11
						<1.>

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
30,000 SH BAC ARN RTY				04/29/10	06/24/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
360,731.	300,000.	0.	0.	60,731.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
6,000 SH EKSPORT ARN GOLD SPOT				07/29/10	10/04/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
71,532.	60,000.	0.	0.	11,532.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
19,000 SH SEK ARN GOLD SPOT				09/23/10	11/30/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
228,361.	190,000.	0.	0.	38,361.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
24,000 SH NUVEEN MORTGAGE OPRTNITY TERM FUND - NONDIVIDEND DISTRIBUTION					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
391.	0.	0.	0.	391.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
15,000 SH CLEARBRIDGE ENERGY MLP OPPORTUNITY FD INC - NONDIVIDEND DISTRIBUTI					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
4,950.	0.	0.	0.	4,950.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EATON VANCE FLOATING RATE FUND CL I - NONDIVIDEND DISTRIBUTION					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
150.	0.	0.	0.	150.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
40 SH ALEXANDRIA REAL EST EQTS - NONDIVIDEND DISTRIBUTION					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1.	0.	0.	0.	1.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
68 SH BRE PPTYS INC MARYLAND A REIT - NONDIVIDEND DISTRIBUTION					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
5.	0.	0.	0.	5.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
36 SH CORP OFFICE PPTYS TRUST REIT - NONDIVIDEND DISTRIBUTION					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
5.	0.	0.	0.	5.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
212 SH EXCO RES INC - NONDIVIDEND DISTRIBUTION					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
8.	0.	0.	0.	8.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
132 SH MACK CALI REALTY CORP REIT - NONDIVIDEND DISTRIBUTION					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
13.	0.	0.	0.	13.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
39 SH NATIONWIDE HLTH PPTYS REIT - NONDIVIDEND DISTRIBUTION					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
10.	0.	0.	0.	10.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
120 SH POTLATCH CORP NEW - NONDIVIDEND DISTRIBUTION					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
30.	0.	0.	0.	30.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
292 SH REDWOOD TRUST INC REIT - NONDIVIDEND DISTRIBUTION					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
55.	0.	0.	0.	55.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
32 SH TAUBMAN CTRS INC COM REITS-REGIONAL MALLS - NONDIVIDEND DISTRIBUTION					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
4.	0.	0.	0.	4.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,904 SH COAST ACCESS II LTD				12/21/07	02/11/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
4,139.	5,447.	0.	0.	<1,308.>	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
6,597 SH COAST ACCESS II LTD		12/21/07	05/10/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,282.	9,204.	0.	0.	<1,922.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
5,088 SH COAST ACCESS II LTD		12/21/07	08/10/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,337.	7,099.	0.	0.	<1,762.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
2,709 SH COAST ACCESS II LTD		12/21/07	11/10/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,752.	3,780.	0.	0.	<1,028.>

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	342,683.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
CNB	76.
MERRILL LYNCH	778.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	854.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH	183,429.	0.	183,429.
TOTAL TO FM 990-PF, PART I, LN 4	183,429.	0.	183,429.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LIMITED SECURITIES LITIGATION INCOME	342.	342.	
TOTAL TO FORM 990-PF, PART I, LINE 11	342.	342.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	29,197.	19,197.		10,000.
TO FORM 990-PF, PG 1, LN 16B	29,197.	19,197.		10,000.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES - FOREIGN	3,397.	3,397.		0.
TAXES - STATE	10.	0.		10.
TAXES - FEDERAL	20,408.	0.		0.
TO FORM 990-PF, PG 1, LN 18	23,815.	3,397.		10.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	75.	0.		75.
INVESTMENT EXPENSE	58,812.	58,812.		0.
BOND AMORTIZATION	<56.>	<56.>		0.
INSURANCE	2,250.	0.		2,250.
DUES & SUBSCRIPTIONS	695.	347.		348.
TO FORM 990-PF, PG 1, LN 23	61,776.	59,103.		2,673.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH #04362	502,294.	502,294.
MERRILL LYNCH #04361	264,945.	264,945.
MERRILL LYNCH #04359	154,211.	154,211.
MERRILL LYNCH #04363	230,238.	230,238.
MERRILL LYNCH #04355	2,121,792.	2,121,792.
MERRILL LYNCH #04360	434,649.	434,649.
MERRILL LYNCH #04358	842,102.	842,102.
MERRILL LYNCH #07844	317,215.	317,215.
MERRILL LYNCH #04397	0.	0.
MERRILL LYNCH #04356	1,334,786.	1,334,786.
MERRILL LYNCH #04357	417,873.	417,873.
MERRILL LYNCH #04252	397,455.	397,455.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,017,560.	7,017,560.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 9

NAME OF MANAGER

DAVID E. KELLEY
MICHELLE KELLEY

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions THE DMK FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 61-1438237
	Number, street, and room or suite no. If a P.O. box, see instructions P.O. BOX 24950	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions LOS ANGELES, CA 90024	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

MOSS ADAMS LLP

- The books are in the care of ► **10960 WILSHIRE BLVD., SUITE 1100 - LOS ANGELES, CA 90024**
Telephone No ► **310-477-0450** FAX No ► **310-477-0590**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year **2011** or
► ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 20,040.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$ 11,040.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 9,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE DMK FOUNDATION	<input checked="" type="checkbox"/> 61-1438237
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	P.O. BOX 24950	<input type="checkbox"/>
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	LOS ANGELES, CA 90024	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
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Form 990-T (trust other than above)	06	Form 8870	12

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- ☒ calendar year **2011** or
- ☐ tax year beginning _____, and ending _____

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3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	20,040.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	11,040.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	\$	9,000.

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