Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: **Melling Family Foundation**

A Employer identification number: **87-0663843**

Number and street (or P O box number if mail is not delivered to street address): **3081 Whitewater Drive**

Room/suite:

B Telephone number (see instructions): **801-277-9118**

City or town, state, and ZIP code: **Holladay, Utah 84121-1562**

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 633,245

J Accounting method: ☑ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	50,000			
	2	Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	10	10		
	4	Dividends and interest from securities	15,120	15,120		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	45,784			
	b	Gross sales price for all assets on line 6a 1,076,791				
	7	Capital gain net income (from Part IV, line 2)		45,797		
	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) (attach schedule)				
	11	Other income (attach schedule)	0	0		
	12	**Total.** Add lines 1 through 11	110,914	60,927		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	4,570	4,570		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1.101	1,101		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	11	11		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	5682	5682		
	25	Contributions, gifts, grants paid	23,500			
	26	**Total expenses and disbursements.** Add lines 24 and 25	29,182	5682		
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	81,732			
	b	**Net investment income** (if negative, enter -0-)		55,245		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	177,567	165,881	165,881
2	Savings and temporary cash investments			
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U.S. and state government obligations (attach schedule)	58,676	27,601	29,989
b	Investments—corporate stock (attach schedule)	278,520	385,396	361,406
c	Investments—corporate bonds (attach schedule)	61,294	80,067	75,969
11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	576,057	658,945	633,245
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	576,057	658,945	
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)	576,057	658,945	
31	**Total liabilities and net assets/fund balances** (see instructions)	576,057	658,945	

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	576,057
2	Enter amount from Part I, line 27a	2	81,732
3	Other increases not included in line 2 (itemize) ▶ see attachment	3	1,465
4	Add lines 1, 2, and 3	4	659,254
5	Decreases not included in line 2 (itemize) ▶ see attachment	5	309
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	658,945

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 attachment			
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			(l) 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	45,784+13=45
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	($13 wash sale loss disallowed)

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			
2009			
2008			
2007			
2006			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 . . .	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,105
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	1,105
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,105
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	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	1,105
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	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		✓
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
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*	3		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		✓
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Utah			
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	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	✓	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
	Website address ▶ none			
14	The books are in care of ▶ Nancy N. Melling Telephone no. ▶ 801-277-9118 Located at ▶ 3081 Whitewater Dr., Holladay, UT ZIP+4 ▶ 84121-1562			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected 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? ☐ Yes ☑ No If "Yes," list the years ▶ 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		✓
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
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		✓

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: ✓

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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
George D. Melling Holladay, UT	Trustee, 12 hrs/yr	0	0	0
Nancy N. Melling Holladay, UT	Trustee, 1.5 hrs/wk	0	0	0
Thomas G. Melling Sammamish, WA	Trustee, 8 hrs/yr	0	0	0
Amy M. Christiansen Lakewood, CO	Trustee, 8 hrs/yr	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
NONE				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	

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	570,370
b	Average of monthly cash balances	1b	109,640
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	680,010
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	0
3	Subtract line 2 from line 1d	3	680,010
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	10,200
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	669,810
6	**Minimum investment return.** Enter 5% of line 5	6	33,490

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	33,490
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,105		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,105
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	32,385
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	32,385

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	
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	
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	

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___,20___,20___				
3	Excess distributions carryover, if any, to 2011:				
a	From 2006				
b	From 2007				
c	From 2008				
d	From 2009				
e	From 2010				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $				
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				
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				
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)				
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2007				
b	Excess from 2008				
c	Excess from 2009				
d	Excess from 2010				
e	Excess from 2011				

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 . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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					
(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).)

NONE

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:

Nancy N. Melling, 3081 Whitewater Dr. Holladay, UT 84121-1562 801-277-9118

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

Preliminary letter stating purpose of the organization and the grant being sought. Further information may be requested

c Any submission deadlines:

May 1: the Board of Trustees meets only once a year

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

No religious organizations or affiliations; Melling Family Foundation supports environment, education and women's issues

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*				
see attachment				
Total . . . . ▶ **3a**				
b *Approved for future payment*				
NONE				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					

13 **Total.** Add line 12, columns (b), (d), and (e) 13

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

▶ [signature] 5-11-12 ▶ Trustee

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	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no

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**
Melling Family Foundation	**87-0663843**

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 33⅓ % 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).

Name of organization	Employer identification number
Melling Family Foundation	87-0663843

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	Nancy N. Melling 3081 Whitewater Drive Holladay, UT 84121-1562	$ 50,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
Melling Family Foundation	87-0663843

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	Employer identification number
Melling Family Foundation	87-0663843

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

(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

(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

(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

Other Professional Fees (Part I, line 16c)

Consulting Solutions fees		$186
Portfolio Focus Program fees		$3,987
Gasprom Agency Processing fees		$3
Total Portfolio fees		$393
Inpex Corporation Agency fees		1
	Total	**$4,570**

Taxes (Part I, line 18)

US Treasury		$613
Foreign Taxes		$488
	Total	**$1,101**

Other Expenses (Part I, line 23)

USPS - Mailing Return		$11
	Total	**$11**

Other Increases (Part III, line 3)

Capital gains distribution declared in 2010, distributed in 2011		$492
Dividends declared in 2010, distributed in 2011		$971
Foreign tax shown on 1099 as paid in 2011; not paid until 2012		$2
	Total	$1,465

Other Decreases (Part III, line 5)

Dividends declared in 2011, distributed in 2012		$299
Adjustment for differences between 2011 Form 1099 and account summaries		$10
	Total	**$309**

Part IV Capital Gains and Losses for Tax on Investment Income
MELLING FAMILY FOUNDATION
3081 WHITEWATER DR

87-0663843

Account number:
311-26215

SCHEDULE OF REALIZED GAINS AND LOSSES

	THIS YEAR
Total Realized Gain or Loss	1,832.29
Short-term	0.00
Long-term	1,832.29

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Long Term							
22.000	CORNING INC	GLW	05/22/09	313.94	01/04/11	419.31	105.37 V
22.000	CORNING INC	GLW	09/24/09	332.19	01/04/11	419.31	87.12 V
43.000	MARATHON OIL CORP	MRO	01/20/09	1,152.68	01/14/11	1,835.62	682.94 V

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Long Term							
11.000	MARATHON OIL CORP	MRO	05/22/09	325.93	01/14/11	469.58	143.65 V
33.000	TRANSATLANTIC HOLDINGS INC	TRH	06/09/09	1,453.99	01/25/11	1,721.00	267.01 V
4.000	US BANCORP DEL COM NEW	USB	05/22/09	72.40	02/07/11	111.79	39.39 V
52.000	US BANCORP DEL COM NEW	USB	06/09/09	946.62	02/07/11	1,453.43	506.81 V
Long Term Subtotal							1,832.29
TOTAL REALIZED GAIN OR LOSS							1,832.29

V - Cost basis for this tax lot was determined by specific lot identification methodology, based on instructions you provided or by your standing orders on file at the time of the trade.

Part IV Capital Gains and Losses for Tax on Investment Income

RBC Wealth Management

A division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC.

PORTFOLIO FOCUS ACCOUNT STATEMENT 2011 ANNUAL STATEMENT

Form 990 PF 2011 Melling Family Foundation 87-0663843

SCHEDULE OF REALIZED GAINS AND LOSSES

	THIS YEAR
Total Realized Gain or Loss	43,927.53
Short-term	-7,305.72
Long-term	51,233.25

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Short Term							
29.000	ADOBE SYSTEMS INC	ADBE	08/12/10	812.58	05/17/11	1,005.15	192.57
15.000	ADOBE SYSTEMS INC	ADBE	08/24/10	418.20	05/17/11	519.90	101.70
28.000	ALERE INC	ALR	07/07/10	735.00	05/17/11	1,128.66	393.66
21.000	ALERE INC	ALR	09/03/10	639.21	05/17/11	846.49	207.28
10.000	ANSYS INC	ANSS	09/28/10	425.70	05/17/11	550.69	124.99
10.000	ARBITRAGE FDS CLASS R	ARBFX	12/28/10	126.00	05/17/11	127.10	1.10
6.000	AT&T INC	T	06/02/10	148.20	05/17/11	186.65	38.45
40.000	BAKER HUGHES INC	BHI	10/22/10	1,853.54	05/17/11	2,744.34	890.80
102.000	BANK OF AMERICA CORP	BAC	01/04/11	1,446.36	05/17/11	1,213.92	-232.44
52.000	BEST BUY COMPANY INC	BBY	12/28/10	1,773.20	05/17/11	1,662.92	-110.28
11.000	COMMUNITY HEALTH SYSTEM INC NEW	CYH	09/03/10	315.87	05/17/11	309.20	-6.67
61.000	CORNING INC	GLW	11/17/10	1,066.28	05/17/11	1,237.05	170.77
43.000	DELL INC	DELL	06/02/10	562.87	05/17/11	681.97	119.10
54.000	DELL INC	DELL	06/14/10	709.51	05/17/11	856.42	146.91
38.000	DODGE & COX INCOME FUND	DODIX	07/01/10	501.22	05/17/11	514.14	12.92
30.000	DODGE & COX INCOME FUND	DODIX	09/30/10	401.10	05/17/11	405.90	4.80
34.129	DODGE & COX INCOME FUND	DODIX	12/28/10	448.80	05/17/11	461.77	12.97

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Short Term							
2,815.512	EATON VANCE MUT FDS TR FLTG RATE FD ADVISERS CL	EABLX	02/25/11	25,593.00	06/01/11	25,564.85	-28.15
105.171	EATON VANCE MUT FDS TR FLTG RATE FD ADVISERS CL	EABLX	04/08/11	956.00	06/01/11	954.95	-1.05
2,489.549	EATON VANCE MUT FDS TR FLTG RATE FD ADVISERS CL	EABLX	05/17/11	22,630.00	06/01/11	22,605.10	-24.90
687.000	EATON VANCE MUT FDS TR FLTG RATE FD CL A	EVBLX	06/01/11	6,450.93	08/09/11	6,237.96	-212.97
1,592.233	EATON VANCE MUT FDS TR FLTG RATE FD CL A	EVBLX	06/01/11	14,951.07	08/31/11	14,218.64	-732.43
2.000	ELI LILLY & CO	LLY	06/02/10	66.24	05/17/11	78.24	12.00
13.000	ELI LILLY & CO	LLY	11/18/10	453.31	05/17/11	508.55	55.24
32.000	EXXON MOBIL CORP	XOM	01/14/11	2,488.31	05/17/11	2,570.19	81.88
869.078	FRANKLIN HIGH INCOME FUND ADV	FVHIX	02/25/11	1,781.61	05/17/11	1,790.30	8.69
9,831.898	FRANKLIN HIGH INCOME FUND ADV	FVHIX	02/25/11	20,155.39	08/31/11	19,073.88	-1,081.51
399.512	FRANKLIN HIGH INCOME FUND ADV	FVHIX	04/08/11	819.00	08/31/11	775.05	-43.95
3,638.537	FRANKLIN HIGH INCOME FUND ADV	FVHIX	06/01/11	7,459.00	08/31/11	7,058.76	-400.24
2.875	FRANKLIN INVS SECS TR CONV SECS FD-ADVISOR CL	FCSZX	03/01/11	45.19	06/01/11	46.37	1.18
450.396	FRANKLIN INVS SECS TR CONV SECS FD-ADVISOR CL	FCSZX	03/01/11	7,080.22	08/09/11	6,246.99	-833.23
249.592	FRANKLIN INVS SECS TR CONV SECS FD-ADVISOR CL	FCSZX	03/01/11	3,923.58	08/31/11	3,566.67	-356.91
3.863	FRANKLIN INVS SECS TR CONV SECS FD-ADVISOR CL	FCSZX	04/08/11	62.00	08/31/11	55.20	-6.80
604.299	FRANKLIN INVS SECS TR CONV SECS FD-ADVISOR CL	FCSZX	05/17/11	9,699.00	08/31/11	8,635.43	-1,063.57
737.593	FRANKLIN TEMPLETON FDS GOLD & PRECIOUS METALS ADVISOR	FGADX	06/01/11	35,670.00	08/31/11	37,034.54	1,364.54
120.000	GAZPROM O A O SPONSORED ADR	OGZPY	06/04/10	1,224.00	05/17/11	1,694.36	470.36

Form 990 PF 2011 Melling Family Foundation 87-0663843

Part IV Capital Gains and Losses for Tax on Investment Income

RBC Wealth Management®

A division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC.

PORTFOLIO FOCUS ACCOUNT STATEMENT 2011 ANNUAL STATEMENT

Account number: 311-14434
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QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Short Term							
133.000	GENERAL ELECTRIC CO	GE	07/01/10	1,877.96	05/17/11	2,604.28	726.32
33.000	GENERAL ELECTRIC CO	GE	11/03/10	528.00	05/17/11	646.18	118.18
108.000	GENWORTH FINANCIAL INC COM CL A	GNW	02/07/11	1,399.68	05/17/11	1,207.42	-192.26
19.000	GILEAD SCIENCES INC	GILD	07/01/10	646.37	05/17/11	766.84	120.47
4.000	GOOGLE INC CL A	GOOG	08/12/10	1,968.40	05/17/11	2,118.79	150.39
68.000	HARTFORD FINANCIAL SERVICES GROUP INC	HIG	09/03/10	1,511.93	05/17/11	1,858.40	346.47
35.000	ING GROEP NV-SPONSORED ADR	ING	06/02/10	277.50	05/17/11	419.34	141.84
99.000	ING GROEP NV-SPONSORED ADR	ING	07/07/10	831.60	05/17/11	1,186.14	354.54
39.000	INPEX CORPORATION UNSPONSORED ADR	IPXHY	08/02/10	1,916.44	05/17/11	2,558.35	641.91
12.000	ISHARES S&P GSCI COMMODITY INDEXED	GSG	02/25/11	435.79	04/08/11	471.83	36.04
296.000	ISHARES S&P GSCI COMMODITY INDEXED	GSG	02/25/11	10,749.48	08/31/11	10,230.18	-519.30
315.000	ISHARES S&P GSCI COMMODITY INDEXED	GSG	05/17/11	10,935.82	08/31/11	10,886.84	-48.98
372.000	ISHARES S&P GSCI COMMODITY INDEXED	GSG	06/01/11	13,264.72	08/31/11	12,856.84	-407.88
229.000	ISHARES GOLD TRUST	IAU	08/31/11	4,103.66	10/17/11	3,730.33	-373.33
83.000	ISHARES IBOXX $ HIGH YIELD CORPORATE BOND FUND	HYG	01/06/11	7,558.45	02/25/11	7,622.67	64.22
3.000	ISHARES MSCI ACWI EX US INDEX FUND	ACWX	07/07/10	111.00	05/17/11	135.25	24.25
225.000	ISHARES S&P CITIGROUP INTERNATIONAL TREASURY BOND FD	IGOV	06/01/11	24,123.96	08/31/11	24,769.30	645.34
43.000	ISHARES S&P CITIGROUP INTERNATIONAL TREASURY BOND FD	IGOV	06/01/11	4,610.36	09/01/11	4,663.27	52.91
2.000	ISHARES S&P NORTH AMERICAN NATURAL RESOURCES SECTOR INDEX	IGE	11/09/10	77.53	04/08/11	94.48	16.95

MELLING FAMILY FOUNDATION
3081 WHITEWATER DR

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Short Term							
19.000	ISHARES S&P NORTH AMERICAN NATURAL RESOURCES SECTOR INDEX	IGE	11/09/10	736.55	06/01/11	838.26	101.71
154.000	ISHARES SILVER TR ISHARES	SLV	08/27/10	2,870.56	01/19/11	4,373.77	1,503.21
752.000	ISHARES TR DOW JONES EPAC SELECT DIVIDEND	IDV	06/01/11	27,314.44	08/31/11	24,557.81	-2,756 63
387.000	ISHARES TR DOW JONES SEL DIVID INDEX FD	DVY	02/25/11	19,717.64	06/01/11	20,678.71	961.07
71.000	ISHARES TR JPMORGAN USD EMERGING MKTS BD FD ETF	EMB	03/02/10	7,279.57	02/25/11	7,478.28	198.71
111.000	ISHARES TR RUSSELL MIDCAP GROWTH INDEX FD	IWP	02/25/11	6,659.99	06/01/11	6,867.73	207.74
207.000	ISHARES TR RUSSELL MIDCAP GROWTH INDEX FD	IWP	05/17/11	12,726.08	06/01/11	12,807.39	81.31
192.000	ISHARES TR S&P U S PFD STK INDEX FD	PFF	03/02/10	7,371.21	02/25/11	7,555.98	184.77
192.000	ISHARES TR S&P U S PFD STK INDEX FD	PFF	07/27/10	7,535.19	02/25/11	7,555.98	20.79
692.000	ISHARES TR S&P U S PFD STK INDEX FD	PFF	08/31/11	26,393.61	10/17/11	24,901.28	-1,492.33
1,084.000	ISHARES TRUST MSCI EMERGING MARKETS INDEX FUND	EEM	02/25/11	49,267.80	08/31/11	46,394.87	-2,872.93
31.000	JPMORGAN CHASE & CO	JPM	10/19/10	1,173.65	05/17/11	1,358.13	184.48
3,677.320	JPMORGAN TR II CORE BD FD SELECT CL	WOBDX	06/01/11	42,804.00	08/31/11	43,429.15	625.15
424.000	LEVEL 3 COMMUNICATIONS INC	52729N100	08/12/10	473.91	05/17/11	775.95	302.04
369.000	LEVEL 3 COMMUNICATIONS INC	52729N100	09/16/10	372.58	05/17/11	675.29	302 71
13.976	LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS Y	LSIIX	06/08/10	166.18	05/17/11	174.98	8.80
29.046	LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS Y	LSIIX	09/23/10	362.79	05/17/11	363.66	0.87
36.052	LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS Y	LSIIX	12/28/10	431.90	05/17/11	451.37	19.47
93.153	LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS Y	LSIIX	01/14/11	1,133.67	05/17/11	1,166.28	32.61

Form 990 PF 2011 Melling Family Foundation
Part IV Capital Gains and Losses for Tax on Investment Income

87-0663843

RBC Wealth Management

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PORTFOLIO FOCUS ACCOUNT STATEMENT 2011 ANNUAL STATEMENT

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Short Term							
316.000	MARKET VECTORS ETF TR EMERGING MKTS LOCAL	EMLC	01/06/11	8,383.80	02/25/11	8,292.75	-91.05
202.000	MARKET VECTORS ETF TR EMERGING MKTS LOCAL	EMLC	08/31/11	5,607.91	10/17/11	5,175.19	-432.72
68.000	MARKET VECTORS ETF TRUST GOLD MINERS ETF	GDX	11/09/10	4,162.85	02/25/11	4,000.15	-162.70
82.000	MARKET VECTORS ETF TRUST GOLD MINERS ETF	GDX	08/31/11	5,171.58	10/17/11	4,659.25	-512.33
70.000	MEMC ELECTRONIC MATERIALS INC	WFR	07/01/10	683.73	05/17/11	734.39	50.66
36.000	MEMC ELECTRONIC MATERIALS INC	WFR	07/21/10	391.28	05/17/11	377 68	-13.60
10.000	MICROSOFT CORP	MSFT	06/04/10	258.10	05/17/11	244 99	-13.11
129.000	MITSUBISHI UFJ FINL GROUP INC SPONSORED ADR	MTU	06/04/10	605.96	05/17/11	598.55	-7.41
32.000	MONSANTO CO NEW	MON	07/01/10	1,471.68	05/17/11	2,019.48	547.80
39.000	NCR CORP NEW	NCR	06/02/10	495.30	05/17/11	741 37	246.07
85.000	PULTEGROUP INC	PHM	10/20/10	686.80	05/17/11	646 96	-39.84
30.000	PULTEGROUP INC	PHM	02/01/11	243.30	05/17/11	228.34	-14.96
47.000	SANDRIDGE ENERGY INC	SD	06/02/10	311.84	05/17/11	481.34	169.50
89.000	SANDRIDGE ENERGY INC	SD	07/01/10	534.76	05/17/11	911.47	376.71
53.000	SANDRIDGE ENERGY INC	SD	09/29/10	291.48	05/17/11	542.79	251.31
152.000	SPDR INDEX SHARES FUNDS SPDR S&P EMERGING MARKETS	EWX	04/28/10	7,600.65	02/25/11	7,852.23	251.58
133.000	SPDR INDEX SHARES FUNDS SPDR S&P EMERGING MARKETS	EWX	10/06/10	7,496.76	02/25/11	6,870.70	-626.06
961.000	SPDR INDEX SHARES FUNDS SPDR S&P EMERGING MARKETS	EWX	08/31/11	46,926.73	10/17/11	40,458.28	-6,468 45
281.000	SPDR INDEX SHS FDS S&P INTERNATIONAL SMALL CAP	GWX	10/13/10	8,196.55	02/25/11	8,791.73	595.18
910.000	SPDR INDEX SHS FDS S&P INTERNATIONAL SMALL CAP	GWX	08/31/11	26,836.82	10/17/11	24,216.45	-2,620.37

Form 990 PF 2011
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QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Short Term							
189.000	SPDR INDEX SHS FDS SPDR DOW JONES INTERNATIONAL	RWX	02/25/11	7,448.49	06/01/11	7,677.49	229.00
5.000	SPDR INDEX SHS FDS SPDR DOW JONES INTERNATIONAL	RWX	04/08/11	197.95	06/01/11	203.11	5.16
159.000	SPDR INDEX SHS FDS SPDR DOW JONES INTERNATIONAL	RWX	05/17/11	6,367.94	06/01/11	6,458.84	90.90
2,037.761	T ROWE PRICE INTL FUNDS INC EMERGING MARKETS BOND FUND	PREMX	02/25/11	26,674.29	06/01/11	27,428.26	753.97
1,313.958	T ROWE PRICE INTL FUNDS INC EMERGING MARKETS BOND FUND	PREMX	02/25/11	17,199.71	08/31/11	17,593.88	394.17
57.410	T ROWE PRICE INTL FUNDS INC EMERGING MARKETS BOND FUND	PREMX	04/08/11	767.00	08/31/11	768.72	1.72
2,868.750	T ROWE PRICE INTL FUNDS INC EMERGING MARKETS BOND FUND	PREMX	05/17/11	38,556.00	08/31/11	38,412.53	−143.47
195.456	T ROWE PRICE NEW ERA FUND INC	PRNEX	02/25/11	10,969.00	06/01/11	10,402.17	−566.83
2.723	T ROWE PRICE NEW ERA FUND INC	PRNEX	04/08/11	157.00	06/01/11	144.92	-12.08
205.477	T ROWE PRICE NEW ERA FUND INC	PRNEX	05/17/11	10,730.00	06/01/11	10,935.48	205.48
618.856	THORNBURG INTL VALUE FUND CL I	TGVIX	02/25/11	18,281.00	06/01/11	18,856.54	575.54
6.156	THORNBURG INTL VALUE FUND CL I	TGVIX	04/08/11	188.00	06/01/11	187.57	-0.43
34.000	TRANSOCEAN LTD US LISTED	RIG	06/08/10	1,574.88	05/17/11	2,301.07	726.19
11.000	UNITED STATES STL CORP NEW	X	06/04/10	457.16	05/17/11	494.66	37.50
4.000	UNITED STATES STL CORP NEW	X	09/01/10	176.80	05/17/11	179.88	3.08
12.000	UNITED STATES STL CORP NEW	X	09/30/10	527.40	05/17/11	539.63	12.23
27.000	US BANCORP DEL COM NEW	USB	09/30/10	582.92	05/17/11	690.42	107.50
Short Term Subtotal							-7,305.72

RBC Wealth Management

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PORTFOLIO FOCUS
ACCOUNT STATEMENT
2011 ANNUAL STATEMENT

Form 990 PF 2011 Melling Family Foundation 87-0663843

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Short Term							
133.000	GENERAL ELECTRIC CO	GE	07/01/10	1,877.96	05/17/11	2,604.28	726.32
33.000	GENERAL ELECTRIC CO	GE	11/03/10	528 00	05/17/11	646.18	118.18
108.000	GENWORTH FINANCIAL INC COM CL A	GNW	02/07/11	1,399.68	05/17/11	1,207.42	-192.26
19.000	GILEAD SCIENCES INC	GILD	07/01/10	646.37	05/17/11	766.84	120.47
4.000	GOOGLE INC CL A	GOOG	08/12/10	1,968.40	05/17/11	2,118.79	150.39
68.000	HARTFORD FINANCIAL SERVICES GROUP INC	HIG	09/03/10	1,511.93	05/17/11	1,858.40	346.47
35.000	ING GROEP NV-SPONSORED ADR	ING	06/02/10	277.50	05/17/11	419.34	141.84
99.000	ING GROEP NV-SPONSORED ADR	ING	07/07/10	831.60	05/17/11	1,186.14	354.54
39.000	INPEX CORPORATION UNSPONSORED ADR	IPXHY	08/02/10	1,916.44	05/17/11	2,558.35	641.91
12.000	ISHARES S&P GSCI COMMODITY INDEXED	GSG	02/25/11	435.79	04/08/11	471.83	36.04
296.000	ISHARES S&P GSCI COMMODITY INDEXED	GSG	02/25/11	10,749.48	08/31/11	10,230.18	-519.30
315.000	ISHARES S&P GSCI COMMODITY INDEXED	GSG	05/17/11	10,935.82	08/31/11	10,886.84	-48.98
372.000	ISHARES S&P GSCI COMMODITY INDEXED	GSG	06/01/11	13,264.72	08/31/11	12,856.84	-407.88
229.000	ISHARES GOLD TRUST	IAU	08/31/11	4,103 66	10/17/11	3,730.33	-373.33
83.000	ISHARES IBOXX S HIGH YIELD CORPORATE BOND FUND	HYG	01/06/11	7,558.45	02/25/11	7,622.67	64.22
3.000	ISHARES MSCI ACWI EX US INDEX FUND	ACWX	07/07/10	111.00	05/17/11	135.25	24.25
225 000	ISHARES S&P CITIGROUP INTERNATIONAL TREASURY BOND FD	IGOV	06/01/11	24,123.96	08/31/11	24,769.30	645.34
43.000	ISHARES S&P CITIGROUP INTERNATIONAL TREASURY BOND FD	IGOV	06/01/11	4,610.36	09/01/11	4,663.27	52.91
2.000	ISHARES S&P NORTH AMERICAN NATURAL RESOURCES SECTOR INDEX	IGE	11/09/10	77.53	04/08/11	94.48	16.95

MELLING FAMILY FOUNDATION
3081 WHITEWATER DR

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Short Term							
189.000	SPDR INDEX SHS FDS SPDR DOW JONES INTERNATIONAL	RWX	02/25/11	7,448.49	06/01/11	7,677.49	229.00
5.000	SPDR INDEX SHS FDS SPDR DOW JONES INTERNATIONAL	RWX	04/08/11	197.95	06/01/11	203.11	5.16
159.000	SPDR INDEX SHS FDS SPDR DOW JONES INTERNATIONAL	RWX	05/17/11	6,367.94	06/01/11	6,458.84	90.90
2,037.761	T ROWE PRICE INTL FUNDS INC EMERGING MARKETS BOND FUND	PREMX	02/25/11	26,674.29	06/01/11	27,428.26	753.97
1,313.958	T ROWE PRICE INTL FUNDS INC EMERGING MARKETS BOND FUND	PREMX	02/25/11	17,199.71	08/31/11	17,593.88	394.17
57.410	T ROWE PRICE INTL FUNDS INC EMERGING MARKETS BOND FUND	PREMX	04/08/11	767.00	08/31/11	768.72	1.72
2,868.750	T ROWE PRICE INTL FUNDS INC EMERGING MARKETS BOND FUND	PREMX	05/17/11	38,556.00	08/31/11	38,412.53	-143.47
195.456	T ROWE PRICE NEW ERA FUND INC	PRNEX	02/25/11	10,969.00	06/01/11	10,402.17	-566.83
2.723	T ROWE PRICE NEW ERA FUND INC	PRNEX	04/08/11	157.00	06/01/11	144.92	-12.08
205.477	T ROWE PRICE NEW ERA FUND INC	PRNEX	05/17/11	10,730.00	06/01/11	10,935.48	205.48
618.856	THORNBURG INTL VALUE FUND CL I	TGVIX	02/25/11	18,281.00	06/01/11	18,856.54	575.54
6.156	THORNBURG INTL VALUE FUND CL I	TGVIX	04/08/11	188.00	06/01/11	187.57	-0.43
34.000	TRANSOCEAN LTD US LISTED	RIG	06/08/10	1,574.88	05/17/11	2,301.07	726.19
11.000	UNITED STATES STL CORP NEW	X	06/04/10	457.16	05/17/11	494.66	37.50
4.000	UNITED STATES STL CORP NEW	X	09/01/10	176.80	05/17/11	179.88	3.08
12.000	UNITED STATES STL CORP NEW	X	09/30/10	527.40	05/17/11	539.63	12.23
27.000	US BANCORP DEL COM NEW	USB	09/30/10	582.92	05/17/11	690.42	107.50
Short Term Subtotal							-7,305.72

RBC Wealth Management

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PORTFOLIO FOCUS ACCOUNT STATEMENT 2011 ANNUAL STATEMENT

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Long Term							
8.000	ACE LIMITED	ACE	02/09/10	390.71	05/17/11	548.62	157.91
58.000	AMDOCS LIMITED	DOX	05/22/09	1,235.29	05/17/11	1,702.84	467.55
11.000	ANSYS INC	ANSS	05/22/09	310.75	05/17/11	605.75	295.00
707.686	ARBITRAGE FDS CLASS R	ARBFX	04/21/10	9,171.61	05/17/11	8,994.69	-176.92
821.912	BLACKROCK GLOBAL ALLOCATION FD INC INSTL CL	MALOX	01/26/10	14,588.93	05/17/11	16,561.53	1,972.60
14.000	CHINA MOBILE LIMITED SPONSORED ADR RPSTG 5 ORD SHS	CHL	05/22/09	659.96	05/17/11	624.81	-35.15
1.000	CHINA MOBILE LIMITED SPONSORED ADR RPSTG 5 ORD SHS	CHL	09/29/09	49.40	05/17/11	44.63	-4.77
8.000	CHINA MOBILE LIMITED SPONSORED ADR RPSTG 5 ORD SHS	CHL	12/15/09	370.40	05/17/11	357.03	-13.37
44.000	COMCAST CORPORATION NEW SPL CLASS A	CMCSK	05/22/09	592.22	05/17/11	1,034.42	442.20
29.000	COMCAST CORPORATION NEW SPL CLASS A	CMCSK	02/09/10	425.72	05/17/11	681.77	256.05
6.000	CONOCOPHILLIPS	COP	01/20/09	277.97	05/17/11	429.05	151.08
27.000	CONOCOPHILLIPS	COP	09/15/09	1,249.55	05/17/11	1,930.73	681.18
1.000	CORNING INC	GLW	05/22/09	14.27	05/17/11	20.28	6.01
122.000	DELL INC	DELL	05/22/09	1,341.82	05/17/11	1,934.88	593.06
63.000	DISH NETWORK CORP CL A	DISH	05/22/09	1,066.59	05/17/11	1,818.14	751.55
3,046.024	DODGE & COX INCOME FUND	DODIX	05/22/09	37,191.95	05/17/11	41,212.67	4,020.72
0.990	DODGE & COX INCOME FUND	DODIX	06/09/09	12.23	05/17/11	13.39	1.16
1.037	DODGE & COX INCOME FUND	DODIX	07/07/09	12.84	05/17/11	14.03	1.19
33.974	DODGE & COX INCOME FUND	DODIX	10/22/09	439.62	05/17/11	459.67	20.05
42.934	DODGE & COX INCOME FUND	DODIX	12/29/09	556.42	05/17/11	580.90	24.48
128.098	DODGE & COX INCOME FUND	DODIX	01/26/10	1,678.08	05/17/11	1,733.16	55.08

MELLING FAMILY FOUNDATION
3081 WHITEWATER DR

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Long Term							
1.033	DODGE & COX INCOME FUND	DODIX	03/31/10	13.52	05/17/11	13.98	0.46
26.000	ELI LILLY & CO	LLY	05/22/09	897.52	05/17/11	1,017.10	119.58
17.000	ELI LILLY & CO	LLY	04/21/10	609.45	05/17/11	665.03	55.58
2,465.147	FEDERATED EQUITY FDS PRUDENT BEAR FD CL A SHS	BEARX	01/26/10	13,533.66	05/17/11	10,649.41	-2,884.25
3,661.647	FEDERATED EQUITY FDS PRUDENT BEAR FD CL A SHS	BEARX	04/21/10	18,271.62	05/17/11	15,818.28	-2,453.34
33.000	FISERV INC	FISV	06/09/09	1,524.33	05/17/11	2,045.95	521.62
11.000	FISERV INC	FISV	12/17/09	518.80	05/17/11	681.98	163.18
36.000	GAZPROM O A O SPONSORED ADR	OGZPY	05/12/10	402.48	05/17/11	508.31	105.83
25.000	GILEAD SCIENCES INC	GILD	05/22/09	1,064.21	05/17/11	1,009.01	-55.20
14.000	GILEAD SCIENCES INC	GILD	12/29/09	609.27	05/17/11	565.04	-44.23
29.000	GILEAD SCIENCES INC	GILD	05/04/10	1,118.50	05/17/11	1,170.45	51.95
87.000	ING GROEP NV-SPONSORED ADR	ING	05/12/10	774.27	05/17/11	1,042.37	268.10
292.000	ISHARES MSCI ACWI EX US INDEX FUND	ACWX	04/21/10	12,271.12	05/17/11	13,164.74	893.62
73.000	ISHARES TR JPMORGAN USD EMERGING MKTS BD FD ETF	EMB	05/22/09	6,860.70	02/25/11	7,688.94	828.24
1.000	ISHARES TR RUSSELL MIDCAP GROWTH INDEX FD	IWP	05/22/09	34.89	04/08/11	60.97	26.08
136.000	ISHARES TR RUSSELL MIDCAP GROWTH INDEX FD	IWP	05/22/09	4,744.94	06/01/11	8,414.52	3,669.58
142.000	ISHARES TR S&P U S PFD STK INDEX FD	PFF	08/05/09	5,131.87	02/25/11	5,588.28	456.41
102.000	ISHARES TRUST MSCI EMERGING MARKETS INDEX FUND	EEM	05/22/09	3,260.94	04/08/11	5,104.18	1,843.24
203.000	ISHARES TRUST MSCI EMERGING MARKETS INDEX FUND	EEM	05/22/09	6,489.91	06/01/11	9,729.72	3,239.81
155.000	ISHARES TRUST MSCI EMERGING MARKETS INDEX FUND	EEM	05/22/09	4,955.35	08/31/11	6,633.95	1,678.60

RBC Wealth Management

PORTFOLIO FOCUS
ACCOUNT STATEMENT
2011 ANNUAL STATEMENT

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Long Term							
231.000	ISHARES TRUST RUSSELL 1000 GROWTH INDEX FD	IWF	05/22/09	9,089.85	08/31/11	13,192.73	4,102.88
655.034	IVY ASSET STRATEGY I	IVAEX	05/22/09	12,589.75	05/17/11	16,814.72	4,224.97
9.187	IVY ASSET STRATEGY I	IVAEX	01/26/10	200.19	05/17/11	235.83	35.64
55 000	JPMORGAN CHASE & CO	JPM	02/09/10	2,122.64	05/17/11	2,409.58	286.94
30.000	LIFE TIME FITNESS INC	LTM	05/22/09	499.80	05/17/11	1,088.97	589.17
17.000	LOCKHEED MARTIN CORP	LMT	02/09/10	1,287.75	05/17/11	1,351.81	64.06
3,532.492	LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS Y	LSIIX	05/22/09	36,667.27	05/17/11	44,226.80	7,559.53
0.874	LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS Y	LSIIX	06/09/09	9.17	05/17/11	10.94	1.77
0.143	LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS Y	LSIIX	08/07/09	1.58	05/17/11	1.79	0.21
0.900	LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS Y	LSIIX	11/10/09	10.53	05/17/11	11.27	0.74
0.915	LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS Y	LSIIX	03/16/10	11.03	05/17/11	11.46	0.43
39.000	MICROSOFT CORP	MSFT	05/22/09	779.55	05/17/11	955.48	175.93
175.000	MITSUBISHI UFJ FINL GROUP INC SPONSORED ADR	MTU	03/16/10	930.70	05/17/11	811.98	-118.72
1.000	NCR CORP NEW	NCR	08/18/09	13.74	05/17/11	19.01	5.27
25.000	NCR CORP NEW	NCR	10/23/09	272.71	05/17/11	475.24	202.53
74.000	ON SEMICONDUCTOR CORP	ONNN	05/22/09	463.24	05/17/11	836.18	372.94
268.000	RITE AID CORP	RAD	05/22/09	273.36	05/17/11	313.56	40.20
594.728	RYDEX SGI MANAGED FUTURES STRATEGY CL H	RYMFX	05/22/09	16,081.44	05/17/11	15,242.87	-838.57
3.898	RYDEX SGI MANAGED FUTURES STRATEGY CL H	RYMFX	06/09/09	108.52	05/17/11	99.91	-8.61
31.000	SPDR GOLD TR GOLD SHS	GLD	05/22/09	2,916.47	01/06/11	4,149.27	1,232.80

MELLING FAMILY FOUNDATION
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QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Long Term							
56.000	SPDR GOLD TR GOLD SHS	GLD	05/22/09	5,268.46	02/25/11	7,701.64	2,433.18
17.000	THERMO FISHER SCIENTIFIC INC	TMO	05/22/09	619.99	05/17/11	1,050.58	430.59
14.000	THERMO FISHER SCIENTIFIC INC	TMO	06/11/09	590.63	05/17/11	865.18	274.55
512.908	THORNBURG INTL VALUE FUND CL I	TGVIX	05/22/09	10,765.94	05/17/11	15,356.47	4,590.53
522.634	THORNBURG INTL VALUE FUND CL I	TGVIX	05/22/09	10,970.09	06/01/11	15,924.66	4,954.57
17.223	THORNBURG INTL VALUE FUND CL I	TGVIX	07/07/09	354.45	06/01/11	524.78	170.33
13.000	UNITED STATES STL CORP NEW	X	09/01/09	548.09	05/17/11	584.60	36.51
11.000	US BANCORP DEL COM NEW	USB	05/22/09	199.10	05/17/11	281.28	82.18
7.000	VARIAN MEDICAL SYSTEMS INC	VAR	03/03/09	207.56	05/17/11	478.51	270.95
9.000	VARIAN MEDICAL SYSTEMS INC	VAR	06/11/09	340.72	05/17/11	615.22	274.50
1,296.611	WELLS FARGO ADVANTAGE FDS ASSET ALLOCATION FD ADMIN CL	EAIFX	01/26/10	14,690.60	05/17/11	16,324.33	1,633.73
Long Term Subtotal							51,233.25
TOTAL REALIZED GAIN OR LOSS							43,927.53

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - 2011
(PART XV, LINE 3a)

Name & Address (home or business)	Purpose of grant or contribution	Amount
African Wildlife Federation 1400 Sixteenth Street, NW Suite 120 Washington, DC 20036-2240	Support the mission of ensuring the wildlife and wildlands of Africa will endure forever through increased scientific understanding of Africa's extraordinary ecosystems and the use of community conservation and conservation enterprise to demonstrate that wildlife can be conserved while prople's well being is also improved.	$3,000
Environmental Defense 1875 Connecticut Avenue, NW Suite 600 Washington, DC 20009	Support the work of supporting national environmental initiatives and programs benefiting air quality, water and habitat restoration.	$3,500
Global Fund for Women 222 Sutter Street, Suite 500 San Francisco, CA 94108-4456	Support granting small grants to women's groups worldwide that are working to transform their communities	$3,000
HawkWatch International 2240 S 900 East Salt Lake City, UT 84106-2327	Support the vision of contributing to a greater public awareness of humanity's place in nature and of its responsibility to the rest of life by focusing on raptors as indicators of ecosystem health, by scientifically monitoring long-term trends in their populations and by working to promote conservation actions based on sound science.	$1,500
MADRE 121 West 27th Street, #301 New York, NY 10001	Support the mission to advance women's human rights , working in partnership with community-based women organizations in the area of economic and environmental justice.	$500
Natural Resources Defense Council 40 West 20th Street New York, NY 10011	Support the mission of programs to safeguard the earth: its people, its plants and animals and the natural systems on which all life depends.	$3,500
The Peregrine Fund World Center for Birds of Prey 5668 West Flying Hawk Lane Boise, ID 83709-7289	Support the work of conserving birds of prey around the world	$500

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Planned Parenthood Federation of America 434 W. 33rd Street New York, NY 10001-2601	Support the programs and work of PPFA, providing reproductive healthcare and services.	$4,000
Save Our Canyons P.O. Box 112017 Salt Lake City, UT 84147-2017	Support the effort to preserve all of the untouched natural areas of the Central Wasatch for the sake of wildlife, watershed, and for the health and well-being of the residents in the valley below	$2,000
Tracy Aviary 589 East 1300 South Salt Lake City, UT 84105-1111	Support on-site educational tours for kindergarten through 12th grade field trips.	$1,000
Wild Utah Project 824 S. 400 West, Suite B117 Salt Lake City, UT 84101	Support the mission of providing the scientific support needed to shape regional land use in a way that restores native wildlife, maintains ecological integrity, expands wilderness, protects biodiversity, and provides for ecosystem resilience in the face of climate change.	$1,000
	Total	$23,500