Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No. 1545-0047

Department of the Treasury Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A F	or th	e 2010 calendar year, or tax year beginning	d ending		, 20
		C Name of organization		D Employer identific	ation number
B c	heck if ap	MODEST NEEDS FOUNDATION		47-086343	0
	Addre				
			m/suite	E Telephone number	
	Initial	return 115 EAST 30TH STREET F	'L 1	(212) 463-7	042
	Termi	014-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-		(100)	
	Amen	ded NEW YORK, NY 10016		G Gross receipts \$	1,953,428.
	Applic			H(a) is this a group return	
	pendi	115 EAST 30TH STREET NEW YORK, NY 10016		affiliates? H(b) Are all affiliates inci-	
	Tay-ev		527	if "No," attach a list.	
<u>-</u>		empt status:	327	H(c) Group exemption nu	
_			1	tion: 2002 M State	
			L Year of forma	tion: 2002 N State	of legal domicile: DE
Fa	rt I	Summary			
	1	Briefly describe the organization's mission or most significant activities:	FINING	TATTY CELE	
Se	1	MODEST NEEDS EXISTS PRIMARILY TO PREVENT OTHERWIS			,
Jan		SUFFICIENT INDIVIDUALS AND FAMILIES FROM ENTERING			
Ver	0	BY HELPING THESE PERSONS WITH A SHORT-TERM, EMERGI			
Activities & Governance		Check this box if the organization discontinued its operations or disposed of			2
Š	3	Number of voting members of the governing body (Part VI, line 1a)		3	3.
tie	4	Number of independent voting members of the governing body (Part VI, line 1b)		4	3.
Ę	5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)			10.
A		Total number of volunteers (estimate if necessary)		6	0.
	7 a	Total gross unrelated business revenue from Part VIII, column (C), line 12			
	b	Net unrelated business taxable income from Form 990-T, line 34			
				Prior Year	Current Year
e	8	Contributions and grants (Part VIII, line 1h)		2,692,950.	1,928,397.
en	9	Program service revenue (Part VIII, line 2g)		12,535.	24,998.
Revenue	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)		-702.	33.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	📖		0.
		Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		2,704,783.	1,953,428.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)		1,227,960.	856,139.
		Benefits paid to or for members (Part IX, column (A), line 4)			0.
SS	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		819,661.	615,710.
Expenses	16a	Professional fundraising fees (Part IX, column (A), line 11e)			0.
xpe	b	Professional fundraising fees (Part IX, column (A), line 11e) Total fundraising expenses (Part IX, column (D), line 25) ▶ 73,655.			A TOP AT STORY
ш	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		608,125.	458,652.
		Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		2,655,746.	1,930,501.
	19	Revenue less expenses. Subtract line 18 from line 12		49,037.	22,927.
or				nning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)		557,729.	1,020,295.
d Ba	21	Total liabilities (Part X, line 26)		69,134.	508,773.
FE	22	Net assets or fund balances Subtract line 21 from line 20		488,595.	511,522.
	rt II	Signature Block			
Une	der per	nalties of perjury, I declare that Lhave exampled this return, including accompanying schedules and s and complete. Declaration of prepare (other that this is based on all information of which prepare	statements, and	to the best of my knowled	ige and belief, it is true,
	rect, ai	nd complete. Declaration of preparer (other that (190 r) is based on all information of which prepare	- arry known		
S	ign				
H	ere	Signature of officer		Date	
		DR. KEITH TAYLOR PRESIDEN	T		
		Type or print name and title			
	-	Print/Type preparer's name Preparer's signature VOV	Date	Check if	PTIN
Paid				self- employed	P01378834
	parer	Firm's name EISNERAMPER LLP			1639826
Use	Only	Firm's address > 750 THIRD AVENUE NEW YORK, NY 10017-270	3		-949-8700
May	the I	RS discuss this return with the preparer shown above? (see instructions)			X Yes No
_	-	rwork Reduction Act Notice, see the separate instructions.			Form 990 (2010)
100	. ape				

Form 8868 (Re	w 4 2011\				D 2			
	filing for an Additional (Not Automatic) 3	Month Exto	noign complete only Part II and ch	ack this hav	Page 2			
	complete Part II if you have already been							
	filing for an Automatic 3-Month Extension		·	eviously filed Foliff 6600	0.			
Part II	Additional (Not Automatic) 3-Month			conies needed)				
	Name of exempt organization	LALENSION	of Time. Only the the original (no	Employer identificatio	n number			
Type or				1				
print	MODEST NEEDS FOUNDATION			47-0863430				
File by the extended	Number, street, and room or suite no. If a P.O	, box, see instru	ictions.					
due date for	115 EAST 30TH STREET							
filing your return. See	City, town or post office, state, and ZIP code.	For a foreign ac	ddress, see instructions.					
instructions.	NEW YORK, NY 10016							
Enter the Re	eturn code for the return that this applicati	on is for (file	a separate application for each return	n)	. 0 1			
Application		Return	Application		Return			
ls For		Code	ls For		Code			
Form 990		01						
Form 990-Bl		02	Form 1041-A		08			
Form 990-E2	Z	03	Form 4720					
Form 990-PF		04	Form 5227	sion on a previously filed Forn				
Form 990-T	(sec. 401(a) or 408(a) trust)	0.5	Form 6069		11			
	(trust other than above)	06	Form 8870		12			
	ot complete Part II if you were not alread		n automatic 3-month extension on	a previously filed Form	m 8868.			
 The books 	s are in the care of <pre>DR. KEITH TA</pre>							
Telephone	e No. ▶ 212 463-7042		FAX No. ▶ 646 218-0948					
 If the orga 	anization does not have an office or place	of business in	the United States, check this box					
	or a Group Return, enter the organization's				nis is			
	e group, check this box							
	names and EINs of all members the exten		3 j					
	st an additional 3-month extension of time		11/15	20 11 .				
	endar year 2010, or other tax year begi		, 20 , and ending		20 .			
	ax year entered in line 5 is for less than 12			Final return				
	hange in accounting period	inonins, che	ok reason.					
	n detail why you need the extension _INF	ORMATION	NECESSARY TO FILE A COM	APTETE AND				
	ATE RETURN IS NOT YET AVAIL		HECEGORINI TO LIEE IN COL	TEBBEE MAD				
10001	THE REPORT TO HOT THE INVITE	ADBB.						
		_						
8a If this	application is for Form 990-BL, 990-PF,	990-T 4720	or 6069, enter the tentative tax	v less any				
	application is for form 990-bc, 990-F1, undable credits. See instructions.	990-1, 4720	, or dods, enter the tentative tax	· .				
	application is for Form 990-PF, 990-	T 4720 or	6060 optor any refundable or	8a \$				
			-					
	ted tax payments made. Include any	prior year c	overpayment allowed as a credit	-				
	t paid previously with Form 8868.	1-	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	8b \$				
	e Due. Subtract line 8b from line 8a. Inclu		ent with this form, it required, by us					
(Electro	onic Federal Tax Payment System). See ins		114 461 (1	8c \$				
		-	d Verification	to the best of our love to t				
•	of perjury, I declare that I have examined this for and complete, and that I am authorized to prepare this	-	companying schedules and statements, and	to the pest of my knowled	ge and belief,			
Signature >			Title ► CPA	Date ▶				
				Form 8868	(Rev. 1-2011)			
•								

(Rev. January 2011) Department of the Treasury

Application for Extension of Time To File an **Exempt Organization Return**

OMB No. 1545-1709

Internal F	Revenue Service	separate a	pplication for each return.			
• If you	are filing for an Automatic 3-Month Extension are filing for an Additional (Not Automatic) 3 tomplete Part II unless you have already be	-Month Ex	tension, complete only Part II (o	n page 2 of thi	is form).	
		•				
	onic filing (e-file). You can electronically file Form 2007.					
	pration required to file Form 990-T), or an addi					
	o request an extension of time to file any of the			•		
	for Transfers Associated With Certain Pers					
	tions). For more details on the electronic filing of				arities & N	vonprotits.
Part						
A corp	oration required to file Form 990-T and req	uesting ar	automatic 6-month extension—c	check this bo	x and co	mplete
Partio	nly					▶ 🖂
All othe	er corporations (including 1120-C filers), partne	rships, RE	MICs, and trusts must use Form 7	004 to reques	t an exten	nsion of time
	ncome tax returns.					
Type o	Name of exempt organization			Employer	identificat	ion number
print	Modest Needs Foundation			47-086	53430	
File by th	e Number, street, and room or suite no. If a P.O	. box, see ir	structions.			
due date		ì				
filing you	City town or post office state and 7!D sade	or a foreign	address, see instructions.			
return. Se instruction			,			
	14644 10111, 141 10010					
Enter th	ne Return code for the return that this applicatio	n is for (file	a separate application for each re-	turn)		. 01
Applic	eation	Retui	n Application			Return
Is For		Code	■ * * *			Code
		01	Form 990-T (corporation)			07
Form 9						
Form 9		02	Form 1041-A			80
Form 9		03	Form 4720			09
Form 9		04	Form 5227			10
Form 9	990-T (sec. 401(a) or 408(a) trust)	05	Form 6069			11
Form 9	990-T (trust other than above)	06	Form 8870			12
Telep • If the c	hone No. ► 212-463-7042 broganization does not have an office or place of is for a Group Return, enter the organization's for the group, check this box	business i	roup Exemption Number (GEN)	. ,	If th	
	th the names and EINs of all members the exte	10.0	3			
				naion of time		
t t	request an automatic 3-month (6 months for a until August 15, 20 11, to file the exfort the organization's return for: X calendar year 20 10 or				. The exte	ension is
			20 and ending		20	
	tax year beginning	'	, and onanig			··
_	f the tax year entered in line 1 is for less than 1 Change in accounting period	2 months,	check reason:	∃ Final return		
	f this application is for Form 990-BL, 990-PF, 900 porrefundable credits. See instructions.	90-T, 4720	0, or 6069, enter the tentative tax, I	- 1	\$	
	f this application is for Form 990-PF, 990-T estimated tax payments made. Include any prio			dits and	\$	
С	Balance due. Subtract line 3b from line 3a. Include	your paym	ent with this form, if required, by using	EFTPS		
((Electronic Federal Tax Payment System). See inst	ructions.		3c		
	n. If you are going to make an electronic fund		al with this Form 8868, see Form			879-EO for
	at instructions.		•			
	erwork Reduction Act Notice, see Instructions.				Form 8868	8 (Rev. 1-2011)
						,

47-0863430

Part	Checklist of Required Schedules			
			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes,"			
	complete Schedule A	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)	2	Х	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to			
·	candidates for public office? If "Yes," complete Schedule C, Part I	3		Х
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h)			Х
_	election in effect during the tax year? If "Yes," complete Schedule C, Part II	4		
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues,			
	assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C,			
	Part III	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have			
	the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes,"			
	complete Schedule D, Part I	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space,			
	the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes,"			
	complete Schedule D, Part III	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part			
•	X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes,"			
	complete Schedule D, Part N	9		Х
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or	-		
10		40		Х
	quasi-endowments? If "Yes," complete Schedule D, Part V	10	UNESCH	TA STATE OF
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI,			
	VII, VIII, IX, or X as applicable.	Steel .		
а	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete			
	Schedule D, Part VI	11a	X	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more			
	of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b		X
С	Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more			
	of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c		X
ď	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets			
	reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d		X
A	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e		X
	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses			
'	the organization's Separate of Consolidated Mandalar Statements for the tax year mediate a footback that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	Х	
10-	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes,"			
12 a		122	Х	
	complete Schedule D, Parts XI, XII, and XIII	120		
D	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if	125		Х
	the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13		X
	Did the organization maintain an office, employees, or agents outside of the United States?	14a		Λ.
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising.			.,
	200,1000, 4.12 p. 19, 4.11 00.110 00.110 00.110 00.110 00.110 00.110 00.110 00.110 00.110 00.110 00.110 00.110	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any			
	organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and N	15		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance			
	to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and V	16		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services			}
	on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on			
, ,	Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18		X
10	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a?			
19	If "Yes," complete Schedule G, Part III	19		X
20.5	Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20a		X
		200		-
a	If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form	201		
	990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	240		

47-0863430

<u>Р</u> агі	Checklist of Required Schedules (continued)			
			Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations			
	in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	Х	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States		v	
	on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	X	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the			
	organization's current and former officers, directors, trustees, key employees, and highest compensated	2.	Х	
24-	employees? If "Yes," complete Schedule J	23		
24 a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year that was issued after December 31, 30033 if "Yea" appropriate 34b.			
	\$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a		Х
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
	Did the organization maintain an escrow account other than a refunding escrow at any time during the year	- 12		
•	to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction			
	with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior			
	year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ?			
	If "Yes," complete Schedule L, Part I	25b		
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or			
	disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II.	26	Х	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee,			
	substantial contributor, or a grant selection committee member, or to a person related to such an individual?			Х
	If "Yes," complete Schedule L, Part III	27		
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
9	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a	X	(ISSE)
	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete	200		
2	Schedule L, Part W	28b		Χ
С	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof)			
	was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c		X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29_		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified			
	conservation contributions? If "Yes," complete Schedule M	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N,			
	Part I	31_	_	X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes,"	0.0		v
2.2	complete Schedule N, Part II	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		Х
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III,	33		
34	IV, and V, line 1	34		Х
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35		X
а	Did the organization receive any payment from or engage in any transaction with a			
	controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R,			
	Part V, line 2 Yes X No			
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable			_
	related organization? If "Yes," complete Schedule R, Part V, line 2	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization			
	and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R,			v
	Part VI	37		_ X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and	2.0	X	
	19? Note. All Form 990 filers are required to complete Schedule O			(2010)

	Statements Regarding Other IRS Filings and Tax Compliance Check if Schedule O contains a response to any question in this Part V			
			Yes	No
1 a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable 1a 4			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable, 1b 0			
С	Did the organization comply with backup withholding rules for reportable payments to vendors and		阿 鲁	
	reportable gaming (gambling) winnings to prize winners?	1c	Х	
2 a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax			
	Statements, filed for the calendar year ending with or within the year covered by this return . 2a 10			100
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)	V		1
3 a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3 a		Σ
	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3 b		
4 a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority			
	over, a financial account in a foreign country (such as a bank account, securities account, or other financial			
	account)?	4a		
b	If "Yes," enter the name of the foreign country: ►			
	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	Tarties.		200
	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5 a		2
	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		2
	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5 c		<u> </u>
a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the			
	organization solicit any contributions that were not tax deductible?	6 a		
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or			
	gifts were not tax deductible?	6b	The same of	Gwath
	Organizations that may receive deductible contributions under section 170(c).		No.	
а	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods			
	and services provided to the payor?	7a		-
	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		-
С	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was	_		١,
	required to file Form 8282?	7c	-	
	If "Yes," indicate the number of Forms 8282 filed during the year		103	
	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		'
	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f_		-
_	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		_
ħ	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	251	100
3	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting			
	organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring	F-SKIDS!	130	88
	organization, have excess business holdings at any time during the year?	8	0.7988.00	(JOS)
9	Sponsoring organizations maintaining donor advised funds.	Contract	3196	-
	Did the organization make any taxable distributions under section 4966?	9a	-	
	Did the organization make a distribution to a donor, donor advisor, or related person?	9 b	S12-00	1000
0	Section 501(c)(7) organizations. Enter: Initiation fees and capital contributions included on Part VIII. line 12			Y.
		THE REAL PROPERTY.		
	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b			100
1	Section 501(c)(12) organizations. Enter:	1		
	Gross income from members or shareholders		12	
b	Gross income from other sources (Do not net amounts due or paid to other sources			1
_	against amounts due or received from them.)	4.2-		IE
	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		NOR
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year 12b		THE REAL	100
3	Section 501(c)(29) qualified nonprofit health insurance issuers.			
а	Is the organization licensed to issue qualified health plans in more than one state?	132	100	-
	Note. See the instructions for additional information the organization must report on Schedule O.			-
b	Enter the amount of reserves the organization is required to maintain by the states in which			1
	the organization is licensed to issue qualified health plans			1.7
	Enter the amount of reserves on hand			
	Did the organization receive any payments for indoor tanning services during the tax year?	14a		+
	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

Form 9	90 (2010) 47-0863430			Page 6
Part	Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7 for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, Schedule O. See instructions.	or cha	inge	
	Check if Schedule O contains a response to any question in this Part VI			X
Sect	ion A. Governing Body and Management			
			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year 1a	3		119
b	Enter the number of voting members included in line 1a, above, who are independent 1b	3		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with			No.
	any other officer, director, trustee, or key employee?	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct			
	supervision of officers, directors or trustees, or key employees to a management company or other person?	3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?			X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	- 1		X
6	Does the organization have members or stockholders?			X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members			
	of the governing body?	7a		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during			
	the year by the following:	7.2		
а	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	. 8b		
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	. 9		X
Secti	on B. Policies (This Section B requests information about policies not required by the Internal Revenue		.)	
	one of the country of the months of the country of the months of the country of t		Yes	No
10-	Does the organization have local chapters, branches, or affiliates?	10a		Х
	If "Yes," does the organization have written policies and procedures governing the activities of such chapters,			
ņ	affiliates, and branches to ensure their operations are consistent with those of the organization?	10b	ı	
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the			
	form?	11a	X	
h	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			- 11 mm
	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	X	S 40 300.00
	Are officers, directors or trustees, and key employees required to disclose annually interests that could give			
2	rise to conflicts?	. 12b	X	
_	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes,"			
C	describe in Schedule O how this is done	12c	X	
13	Does the organization have a written whistleblower policy?		X	
14	Does the organization have a written document retention and destruction policy?		X	
15	Did the process for determining compensation of the following persons include a review and approval by	1778		The second
	independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			(Vale)
а	The organization's CEO, Executive Director, or top management official		X	ALC: STATE OF
b	Other officers or key employees of the organization		X	
-	If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)	建汽	No.	
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement	8 11	7	1965
	with a taxable entity during the year?	. 16a		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate	WEST.		10.34
~	its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard	變號		The state of
	the organization's exempt status with respect to such arrangements?	. 16b		
Sec	tion C. Disclosure			
17	List the states with which a copy of this Form 990 is required to be filed ▶_ATTACHMENT_2			
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only)	
. 0	available for public insoection. Indicate how you make these available. Check all that apply.	-,,	,	
	X Own website Another's website X Upon request			
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of in	erest		
	policy, and financial statements available to the public.			
20	State the name, physical address, and telephone number of the person who possesses the books and records of organization: DR. KEITH TAYLOR, PRESIDENT, 115 EAST 30TH STREET, FL 1 NEW YOUR ADDRESS OF THE PROPERTY OF THE PROP	the	Y 1	001 s
	organization: DR. KEITH TAILOR, PRESIDENT, IIS EAST SUTH SIKEEI, EE I NEW 10.		<u>-</u>	0010
10.4	212-463-7042		. 990	/2010

Part VII	Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees,
	and Independent Contractors

Section A	Officare	Directors	Tructocc K	Cov Eme	lavooo	and Highard		. Casalassas
Section A.	Unicers,	Directors,	ilustees, r	vea ⊏uu	noyees,	, and nignesi	t Compensated	i Employees

- 1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.
- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's current key employees, if any. See instructions for definition of "key employee."
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

(A) Name and Title	(B) Average	Pasi	tion (-	C)	that app	oly)	(D) Reportable	(E) Reportable	(F) Estimated
	hours per week (describe hours for related organizations in Schedule O)	Individual tru or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	compensation from the organization (W-2/1099-MISC)	compensation from related organizations (W-2/1099-MISC)	amount of other compensation from the organization and related organizations
(1) ROBERT AMATO										
CHAIRMAN	2.00	X		X				0.	0.	0
(2)MARA ROGERS, ESQ. BOARD MEMBER	2.00	X		Х				0.	ol	0
(3) TODD SPICER			-	**	-					
SECRETARY	2.00	Х		Х				0.	ol	0
(4)DR. KEITH TAYLOR										
PRESIDENT	60.00			Х				197,094.	0.	6,573
(5) IRIS ROSKEN CHIEF FINANCIAL OFFICER	20.00			Х				42,154.	0.	10,930
(6)										
(7)										
(8)	-					_				
(9)							_			
(10)										
(11)								·		
(12)					_					
_(13)						_				
_(14)										
(15)										
(16)			-							

Part VII Section A. Officers, Directors, Tr	rustees, Ke	y En	nplo	ye	es,	and I	lig	hest Compensat	ed Employees (continued)
(A) Name and title	(B) Average hours per week		tion (Insti	chec Officer	k all	that app	(y) Former	(D) Reportable compensation from	(E) Reportable compensation from related	(F) Estimated amount of other
	(describe hours for related organizations in Schedule O)	Individual trustee or director	Institutional	cer	Key employee	Highest compensated employee	ner	the organization (W-2/1099-MISC)	organizations (W-2/1099-MISC)	compensation from the organization and related organizations
(17)	-									
(18)	_									
(19)	-									
(20)	-									
(21)										
(22)	-		_							
(23)	-									
(24)	-				-					
(25)										
(26)	-									
(27)										
(28)										
1b Sub-total	Section A .		 		· .		>	239,248.	0	
 d Total (add lines 1b and 1c) 2 Total number of individuals (including but no reportable compensation from the organization) 	t limited to t	hose				_	o re	239,248. ceived more than	\$100,000 in	17,503.
3 Did the organization list any former off employee on line 1a? If "Yes," complete Schei										Yes No
4 For any individual listed on line 1a, is the organization and related organizations individual	greater th	nan 🖇	3150	0,00	0?	If "Y	es,"	' complete Sched	ule J for such	4 X
5 Did any person listed on line 1a receive of for services rendered to the organization? If "	r accrue co	mper	nsati	ion	fror	n any	un	related organization	on or individual	5 X
Section B. Independent Contractors	, , , , , , , , , , , , , , , , , , ,	710 00			7.0		<i>P</i> 01			
 Complete this table for your five highest compensation from the organization. 	compensa	ted in	ndep	enc	den	t conf	trac	ctors that receive	d more than \$1	00,000 of
(A) Name and business ac	dress	_						(B) Description of se	rvices	(C) Compensation
							_			
				_						
2 Total number of independent contractors	(including b	ut no	t lir	nite	d to	o thos	se I	listed above) who	received	STA GENERAL STATE
more than \$100,000 in compensation from t					- "	0				Form 990 (2010

Par	t VII	Statement of Revenue					
10000000000000000000000000000000000000				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
ts ts	1 a	Federated campaigns 1a			持续 计图 按数		1000年
Contributions, gifts, grants and other similar amounts	Ь	Membership dues 1b					
s, g	С	Fundraising events 1c					是是基金
gift	d	Related organizations 1d		原题 经复	李、红龙		
ns, imil	e	Government grants (contributions) 1e					
itioi sr si	f	All other contributions, gifts, grants,					
the sp		and similar amounts not included above . 1f	1,928,397.				
ont od o	g	Noncash contributions included in lines 1a-1f: \$					
	h			1,928,397.			
ıne			Business Code		生产是1000000000000000000000000000000000000		
vel	2a	APPLICATION FEE	518210	24,998.	24,998.		
Program Service Revenue	Ь						
	С						
	d						
E	е						
ogra	f	All other program service revenue					
Pro	g	Total. Add lines 2a-2f		24,998.	第一种的		48125
	3	Investment income (including dividends, inter					
		other similar amounts)		33.			33.
	4	Income from investment of tax-exempt bond p		0.			
	5	Royalties • • • • • • • • • • • • • • • • • • •	<u> ▶</u>	0.			
		(i) Real	(ii) Personal	A CONTRACTOR OF THE PARTY OF TH	· 通过以下 多少量		
	6a	Gross Rents		公居宣居 改变法			
	b	Less: rental expenses					
	С	Rental income or (loss)			國。但是他有首		
	d	Net rental income or (loss)	.	0.			
	7 a	Gross amount from sales of (i) Securities	(ii) Other	三年 化	SUPER STREET		
		assets other than inventory					
	ь	Less: cost or other basis					
		and sales expenses					
	С	Gain or (loss)				W. J. W. S. S. S. V. 182	
	d	Net gain or (loss)	· · · · · · · · · · · · · · · ·	0.			
<u>P</u>	8a	Gross income from fundraising					
en		events (not including \$					3 P. J. S.
eV		of contributions reported on line 1c).					
2		See Part IV, line 18 a				g > 3 T	
Other Reven	ь	Less: direct expenses b					15 m
ŏ	С	Net income or (loss) from fundraising events .	<u>, , , , , , , , , , , , , , , , , , , </u>	0.	***		
	9 a	Gross income from gaming activities.		S-18 - 1 - 15			
		See Part IV, line 19 a					
	ь	Less: direct expenses b		SURED SURED CONTRACT	2000年	1000	
	С	Net income or (loss) from gaming activities.	·	0.	1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -		
	10a				· · · · · · · · · · · · · · · · · · ·		
		returns and allowances a			AL STATE		
		Less: cost of goods sold b			NAME OF STREET		
	<u>C</u>	Net income or (loss) from sales of inventory.		0.	PRINTER VACO	L. Herri	and the second s
		Miscellaneous Revenue	Business Code	The second second	you say the		
	11a						
	b						
	C						
	d	All other revenue			OLE SELECTION SHEET	- 1 - Wall Popular + Ser	
	e	Total. Add lines 11a-11d		0.			
	12	Total revenue. See instructions	<u></u> .	1,953,428.	24,998.		33.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

	o not include amounts reported on lines 6b, , 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	25,000.	25,000.		
2	Grants and other assistance to individuals in the U.S. See Part IV, line 22	831,139.	831,139.		
3	Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	0.			
4	Benefits paid to or for members	0.			
5	Compensation of current officers, directors, trustees, and key employees	239,248.	185,759.	23,925.	29,564
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.			
7	Other salaries and wages	279,753.	261,020.	18,733.	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	0.			
9	Other employee benefits	63,074.	48,289.	7,844.	6,941
10	Payroll taxes	33,635.	28,589.	3,363.	1,683
11	Fees for services (non-employees):				
а	Management	0.			
b	Legal ,	883.	529.	177.	177
	Accounting	22,500.	13,500.	4,500.	4,500
	Lobbying	0.	// Elecciones Alles Surviv		
	Professional fundraising services. See Part IV, line 17	0.	A SERVICE SERV		
	Investment management fees	0.			
	Other	0.			
12	Advertising and promotion	45,808.	41,839.	2,168.	1,801
13	Office expenses	43,000.	41,039.	2,100.	
14	Information technology	0.	·		
15 16	Royalties	61,446.	55,302.	3,422.	2,722
17	Occupancy	23,895.	15,690.	2,409.	5,796
18	Payments of travel or entertainment expenses	237030.	10,000	271031	
10	for any federal, state, or local public officials	0.			
19	Conferences, conventions, and meetings	10,624.	5,242.	334.	5,048
20	Interest	0.			<u>-</u>
21	Payments to affiliates	0.			
22	Depreciation, depletion, and amortization	77,978.	21,638.	54,425.	1,915
23	Insurance	24,492.	23,659.	453.	380
24	Other expenses. Itemize expenses not covered				
	above (List miscellaneous expenses in line 24f. If				
	line 24f amount exceeds 10% of line 25, column				
	(A) amount, list line 24f expenses on Schedule O.)		Web型的形态的		
	PROFESSIONAL FEES	38,100.	31,871.	504.	5,725
_	BANK, MERCHANT AND FILING FE	54,256.	47,832.	3,835.	2,589
_	STAFF DEVELOPMENT	8,936.	7,544.	1,385.	7
_	EQUIPMENT RENTAL & MAINTENAN	65,204.	63,397.	989.	818
_	MISC FEES	24,530.	19,639.	902.	3,989
	All other expenses	1,930,501.	1,727,478.	129,368.	73,655
	Total functional expenses. Add lines 1 through 24f	1, 530, 301.	1,141,410.	129,300.	
26	Joint Costs. Check here ▶ if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Pa	rt X	Balance Sheet					
					(A) Beginning of year		(B) End of year
	1	Cash - non-interest-bearing			185,646.	1	103,276.
	2	Savings and temporary cash investments				2	
	3	Pledges and grants receivable, net			100,000.	3	0.
	4	Accounts receivable, net				4	
	5	Receivables from current and former officers,	direc	tors, trustees, key	OT THE ENTITY OF		
		employees, and highest compensated employee					
		Schedule L			63,148.	5	26,486.
	6	Receivables from other disqualified persons (as defined und	der secti	on 4958(f)(1)), persons		1635.	
		described in section 4958(c)(3)(B), and contributing employers	and spo	onsoring organizations of			
		section 501(c)(9) voluntary employees' beneficiary organizations				6	
Assets	7	Notes and loans receivable, net				7	6,480.
155	8	Inventories for sale or use				8	
4	9	Prepaid expenses and deferred charges			16,416.	9	78,388.
	10 a	Land, buildings, and equipment: cost or			L to the way to be sent		
		other basis. Complete Part VI of Schedule D	10a	1,043,739.			
	b	Less: accumulated depreciation			159,056.	10c	795,250.
	11	Investments - publicly traded securities				11	
	12	Investments - other securities. See Part IV, line 11		[12	
	13	Investments - program-related. See Part IV, line 11	1			13	
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11			33,463.		10,415.
	16	Total assets. Add lines 1 through 15 (must equal	line 34	\$) <u></u>	557,729.		1,020,295.
	17	Accounts payable and accrued expenses			550.		463,584.
	18	Grants payable			68,584.	18	45,189.
	19	Deferred revenue				19	
	20	Tax-exempt bond liabilities				20	
es	21	Escrow or custodial account liability. Complete				21	· · · · · · · · · · · · · · · · · · ·
Liabilities	22	Payables to current and former officers,		the state of the s			
iab		employees, highest compensated employees,					
		Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelat		· .		23	
	24	Unsecured notes and loans payable to unrelated				24	
	25	Other liabilities. Complete Part X of Schedule D.			69,134.	25	508,773.
	26	Total liabilities. Add lines 17 through 25		<u> </u>	09,134.	26	308,773.
S	1	Organizations that follow SFAS 117, check here lines 27 through 29, and lines 33 and 34.	e ▶ _4	and complete			
nce	27	Unrestricted net assets			388,595.	27	511,522.
ala	28	Temporarily restricted net assets			100,000.		
d E	29	Permanently restricted net assets				29	
un:		Organizations that do not follow SFAS 117, che			A NEW PARKET DA	20	TO SHEET AND
or F		complete lines 30 through 34.					
Net Assets or Fund Balances	30	Capital stock or trust principal, or current funds .			POWER TO STATE OF THE PARTY.	30	The state of the state of
sse	31	Paid-in or capital surplus, or land, building, or eq		, , , , , , , , , , , , , , , , , , ,		31	
Ą	32	Retained earnings, endowment, accumulated inc		F		32	
Net	33	Total net assets or fund balances			488,595.	33	511,522.
	34	Total liabilities and net assets/fund balances			557,729	34	1,020,295.

Form **990** (2010)

Pa	Reconciliation of Net Assets Check if Schedule O contains a response to any question in this Part XI			
1	Total revenue (must equal Part VIII, column (A), line 12)			428.
2	Total expenses (must equal Part IX, column (A), line 25)			501.
3	Revenue less expenses. Subtract line 2 from line 1			927.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))4	4	88,	595.
5	Other changes in net assets or fund balances (explain in Schedule O)			
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33,			
	column (B))	5	11,	522.
Pa	rt XII Financial Statements and Reporting Check if Schedule O contains a response to any question in this Part XII			
1	Accounting method used to prepare the Form 990: Cash X Accrual Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		Yes	No
	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
	Were the organization's financial statements audited by an independent accountant?	2b	X	
С	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in	2c	X	
	Schedule O.			
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: X Separate basis Consolidated basis Both consolidated and separate basis			
3 a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in			
	the Single Audit Act and OMB Circular A-133?	3 a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	3 b		

SCHEDULE A

(Form 990 or 990-EZ)

Department of the Treasury

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No. 1545-0047

Open to Public Inspection

Internal Revenue Service Name of the organization Employer identification number MODEST NEEDS FOUNDATION 47-0863430 Reason for Public Charity Status (All organizations must complete this part.) See instructions. The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.) 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i). 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.) 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii). 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: An organization operated for the benefit of a college or university owned or operated by a governmental unit described in 5 section 170(b)(1)(A)(iv). (Complete Part II.) 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v). X An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.) 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.) 9 An organization that normally receives: (1) more than 331/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 331/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.) An organization organized and operated exclusively to test for public safety. See section 509(a)(4). 10 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the 11 purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h. Type III - Functionally integrated ď Type III - Other Type II С By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons? Yes No (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? 11g(i) (ii) A family member of a person described in (i) above? 11g(ii) (iii) A 35% controlled entity of a person described in (i) or (ii) above? 11g(iii) Provide the following information about the supported organization(s). (i) Name of supported (ii) EIN (iii) Type of organization (vii) Amount of (iv) Is the (v) Did you notify (vi) is the organization in organization (described on lines 1-9 organization in the organization support col. (i) listed in above or IRC section in col. (i) of col. (i) organized your governing (see instructions)) your support? in the U.S.? document? Yes No Yes Yes (A) (B) (C) (D) (E)

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2010

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi) (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Sec	tion A. Public Support						
Cale	ndar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1	Gifts, grants, contributions, and membership fees received. (Do not	506,571.	2,059,175.	2,695,314.	2,692,950.	1,928,397.	9,882,407.
	include any "unusual grants.")	300,371.	2,039,1731	2,093,314.	2,092,930.	1,920,397.	3,002,407.
2	Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3	The value of services or facilities furnished by a governmental unit to the organization without charge						
4	Total. Add lines 1 through 3	506,571.	2,059,175.	2,695,314.	2,692,950.	1,928,397.	9,882,407.
5	The portion of total contributions by each				CONTRACTOR OF THE PARTY OF THE	一种医院	
	person (other than a governmental unit or						
	publicly supported organization) included	企业 规定。				1月5日本	
	on line 1 that exceeds 2% of the amount						
	shown on line 11, column (f)						3,150,622.
6	Public support. Subtract line 5 from line 4.						6,731,785.
Sec	tion B. Total Support						
Caler	ndar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7	Amounts from line 4	506,571.	2,059,175.	2,695,314.	2,692,950.	1,928,397.	9,882,407.
8	Gross income from interest, dividends, payments received on securities ioans, rents, royalties and income from similar sources	80.	556.	2,795.	-702.	33.	2,762.
9	Net income from unrelated business activities, whether or not the business is regularly carried on						
10	Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11	Total support. Add lines 7 through 10		100 数 100 8	SONO OF S		李岳 版上版	9,885,169.
12	Gross receipts from related activities, etc. (s	see instructions)				12	37,533.
13	First five years. If the Form 990 is forganization, check this box and stop here	or the organizat	tion's first, secon	d, third, fourth,	or fifth tax ye	ar as a section	501(c)(3)
Sec	tion C. Computation of Public Sup						
14	Public support percentage for 2010 (li	ne 6, column (f) divided by line	11, column (f))		14	68.10%
15	Public support percentage from 2009	Schedule A, Pa	art II, line 14			15	65.94%
16a	331/3% support test - 2010. If the c	rganization did	not check the	box on line 13,	and line 14 is	331/3% or mor	e, check
	this box and stop here. The organizati	on qualifies as a	a publicly suppor	rted organizatio	n		▶ X
b	331/3% support test - 2009. If the						
	check this box and stop here. The org						
17a	10%-facts-and-circumstances test - 2						
	or more, and if the organization ma	_			•		
	Part IV how the organization meets						
	organization			_			•
b	10%-facts-and-circumstances test -						and line
~	15 is 10% or more, and if the org		_				
	Explain in Part IV how the organizati						-
	supported organization				•	•	. , _
18	Private foundation. If the organization						
10	_						
	instructions	<u> </u>				chedule A (Form 9	
					•	ochedale A (Form 9	30 Ut 330-E4) 2010

Part III	Support Schedule for	or Organizations	Described in	Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Sec	tion A. Public Support						
Ca	alendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1	Gifts, grants, contributions, and membership fees						
	received. (Do not include any "unusual grants.")						
2	Gross receipts from admissions, merchandise						
	sold or services performed, or facilities						
	furnished in any activity that is related to the						
	organization's tax-exempt purpose						
3	Gross receipts from activities that are not an						
	unrelated trade or business under section 513						
4	Tax revenues levied for the organization's						
	benefit and either paid to or expended on						
	its behalf						
5	The value of services or facilities						
	furnished by a governmental unit to the						
	organization without charge						
6	Total. Add lines 1 through 5						
	Amounts included on lines 1, 2, and 3						
	received from disqualified persons						
b	Amounts included on lines 2 and 3						
	received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13			·			
	\$5,000 or 1% of the amount on line 13 for the year						
С	Add lines 7a and 7b						
	Public support (Subtract line 7c from	A SHEET SHEET					
	line 6.)						
Sec	tion B. Total Support						
Ca	alendar year (or fiscal year beginning in) 🕨	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9	Amounts from line 6						
10a	Gross income from interest, dividends,						
	payments received on securities loans, rents, royalties and income from similar						
	sources						
b	Unrelated business taxable income (less						
	section 511 taxes) from businesses			}			
	acquired after June 30, 1975						
С	Add lines 10a and 10b						
11	Net income from unrelated business						
	activities not included in line 10b, whether or not the business is regularly						
	carried on						
12	Other income. Do not include gain or						
	loss from the sale of capital assets						
	(Explain in Part IV.)						
13	Total support. (Add lines 9, 10c, 11,						
	and 12.)						
14	First five years. If the Form 990 is for	the organization	n's first, second,	third, fourth, o	r fifth tax year a	s a section 501	(c)(3)
	organization, check this box and stop here.					<u> </u>	▶
Sec	tion C. Computation of Public Sup						
15	Public support percentage for 2010 (line 8,					15	%_
16	Public support percentage from 2009 Sche				<u> </u>	16	%
	tion D. Computation of Investmen						
17	Investment income percentage for 2010 (lin					17	%
18	Investment income percentage from 2009 S					18	%_
19a	331/3% support tests - 2010. If the org						
	17 is not more than 331/3%, check thi		_			-	
b	331/3% support tests - 2009. If the orga						
	line 18 is not more than 331/3 %, check						
20	Private foundation. If the organization of	did not check	a box on line	14, 19a, or 19	b, check this bo	ox and see instr	uctions >

Page 4

Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE D (Form 990)

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

Open to Public

OMB No. 1545-0047

Department of the Treasury
Internal Revenue Service
Name of the organization

► Attach to Form 990. ► See separate instructions.

Inspection number

MO	DEST NEEDS FOUNDATION	47-0863430
_		
Pa	Organizations Maintaining Donor Advised Funds or Other Similar Funds organization answered "Yes" to Form 990, Part IV, line 6.	
	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in	donor advised
	funds are the organization's property, subject to the organization's exclusive legal control?	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant fu	
	used only for charitable purposes and not for the benefit of the donor or donor advisor, or	
	purpose conferring impermissible private benefit?	Yes No
Pa	conservation Easements. Complete if the organization answered "Yes" to	Form 990, Part IV, line 7.
1	Purpose(s) of conservation easements held by the organization (check all that apply).	
	Preservation of land for public use (e.g., recreation or education)	n of an historically important land area
		n of a certified historic structure
	Preservation of open space	
2	Complete lines 2a through 2d if the organization held a qualified conservation contribution	in the form of a conservation
	easement on the last day of the tax year.	The second secon
		Held at the End of the Tax Year
а	Total number of conservation easements	
ь	Total acreage restricted by conservation easements ,	
С	Number of conservation easements on a certified historic structure included in (a)	. 2c
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a	
	historic structure listed in the National Register	
3	Number of conservation easements modified, transferred, released, extinguished, or term	ninated by the organization during the
	tax year ▶	
4	Number of states where property subject to conservation easement is located ▶	
5	Does the organization have a written policy regarding the periodic monitoring, inspection,	
	violations, and enforcement of the conservation easements it holds?	
6	Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation e	asements during the year
_		to the top the same
7	Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easen	nents during the year
_		: ti 170/b)/4\/D)
8	Does each conservation easement reported on line 2(d) above satisfy the requirements of	
_	(i) and 170(h)(4)(B)(ii)? In Part XIV, describe how the organization reports conservation easements in its revenue	Yes No
9	balance sheet, and include, if applicable, the text of the footnote to the organization's final	
	organization's accounting for conservation easements.	molar statements that describes the
Pa	organizations Maintaining Collections of Art, Historical Treasures, or Ot	her Similar Assets.
	Complete if the organization answered "Yes" to Form 990, Part IV, line 8.	
1 a	If the organization elected as permitted under SEAS 116 (ASC 958), not to report in i	ts revenue statement and halance shee
ıa	If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in i works of art, historical treasures, or other similar assets held for public exhibition, e public service, provide, in Part XIV, the text of the footnote to its financial statements that of	ducation, or research in furtherance of
р	If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its	s revenue statement and balance shee
	works of art, historical treasures, or other similar assets held for public exhibition, e public service, provide the following amounts relating to these items:	education, or research in furtherance of
	(i) Revenues included in Form 990, Part VIII, line 1	▶ \$
	(II) Assets included in Form 990, Part X	> \$
2	If the organization received or held works of art, historical treasures, or other similar	
_	following amounts required to be reported under SFAS 116 (ASC 958) relating to these ite	
а	Revenues included in Form 990, Part VIII, line 1	
<u>-</u>	Assets included in Form 990 Part X	\$

Par	Organizations Maintainin	ig Colle	ctions o	of Art, Histo	orical I	reasure	s, or	Other Similar A	ssets (continued	1)
3	Using the organization's acquisition collection items (check all that apply	n, access /):	sion, and	other reco	rds, che	eck any o	of the	following that a	re a sigi	nificant us	se of its
а	Public exhibition			d	L	oan or ex	xchanc	ge programs			
b	Scholarly research			e	_)ther					
C	Preservation for future ger	erations									
4	Provide a description of the organi		collection	ne and avai	lain hay	v thay fu	rthor t	the organization's	s avama	t nurnoco	in Dort
4	XIV.	zations	conection	ns and expi	iain nov	v mey lu	rtner	the organizations	s exemp	r purpose	in Part
5	During the year, did the organization	n solicit o	r receive	donations	ofart hi	istorical t	reasur	es or other simil:	ar		
	assets to be sold to raise funds rathe									Yes	No
Par		rangem	ents. Co	omplete if	the org	anization				_	
1.0	Is the executation on execut trustee	- susta di			:						
ıa	Is the organization an agent, trustee									¬,,	,
Ь	included on Form 990, Part X? If "Yes," explain the arrangement in								[Yes	No
~	in the arrangement in	, air xiv	ana 00m	piete the re-	no wing	abic.		Ai	mount		
С	Beginning balance						10				
	Additions during the year										
	Distributions during the year										
	Ending balance										
	Did the organization include an amo								- — т	Yes	No
				, Part A, line	217 .				٠٠٠ ل	res	NO
	If "Yes," explain the arrangement in			ation annua	0 4 5 d 11 V	/a a !! to . [O	00 Dart IV line	10		
Par	tV Endowment Funds. Com								_	(2) 5	b b
4.	Deginning of year belones	(a) Curre	ent year	(b) Prior y	ear	(c) Two ye	ears bac	k (d) Three yea	Irs Dack	(e) Four ye	ears back
	Beginning of year balance										ipily V.
	Contributions							, A. Jani L. James II			
С	Net investment earnings, gains,		1								
	and losses										
	Grants or scholarships										
е	Other expenditures for facilities .										
	and programs										经制量数
f	Administrative expenses							三种种类类类			
g	End of year balance										
2	Provide the estimated percentage of	f the year	r end bal	ance held as	S:						
а	Board designated or quasi-endowm	ent ▶		%							
b	Permanent endowment >	%									
С	Term endowment ▶	/ ₀									
3 a	Are there endowment funds not in t	he posse	ession of	the organiz	ation th	at are he	ld and	administered for	the		
	organization by:	, ,								Y	es No
	(i) unrelated organizations									3a(i)	
	(ii) related organizations									3a(ii)	
h	If "Yes" to 3a(ii), are the related organization									3b	
4	Describe in Part XIV the intended us									O.D	
	tVI Land, Buildings, and Equ						_				
rai		ipinent.									
_	Description of investment			or other basis estment) ————	(b) Co	st or other b (other)	asis	(c) Accumulated depreciation		d) Book value 	
1a		-					11	不管器 位于			
Ь	Buildings	-									
С	Leasehold improvements										
d	Equipment					194,8		62,984.			,893.
е						848,8		185,505.	,		3,357.
Tota	al. Add lines 1a through 1e. (Column	(d) must	equal Fo	rm 990, Pari	t X, colu	mn (B), lii	ne 10(c).) >		795	,250.
									Sched	lule D (Form	990) 2010

Part VII	Investments - Other Securities. See F	orm 990, Part X, lin	ne 12.	1 290 0
	(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valua Cost or end-of-year mar	
(1) Financia	al derivatives			
(2) Closely-	-held equity interests			
(3) Other				
<u>(A)</u>				
(B)				
(C)				
<u>(D)</u>				
<u>(E)</u>				
(F)				
<u>(G)</u> (H)			· · · · · · · · · · · · · · · · · · ·	
(1)				
	n (b) must equal Form 990, Part X, col. (B) line 12.)			
Part VIII	Investments - Program Related. See F		ne 13	
	(a) Description of investment type	(b) Book value	(c) Method of valua Cost or end-of-year mar	
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)	· · · · · · · · · · · · · · · · · · ·			
(9) (10)				
	n (b) must equal Form 990, Part X, col. (B) line 13.)			N. SESPANIE CONTRACTOR
Part IX	Other Assets. See Form 990, Part X, III		E STATE OF THE PROPERTY OF THE PARTY OF THE	
- 4.000		Description		(b) Book value
(1)				(2) 2011 12,20
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
Part X	on (b) must equal Form 990, Part X, col. (B) line 15.) Other Liabilities. See Form 990, Part X		· · · · · · · · · · · · · · · · · · ·	
1.	(a) Description of liability	(b) Amount		
	ral income taxes	(b) Amoun		
(2)	ar moome taxes			
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				A STATE OF THE STATE OF
(9)				
(10)				
(11)				
Total. (Colun	nn (b) must equal Form 990, Part X, col. (B) line 25.) ▶	DESIGNATION OF THE PARTY OF TH	

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Schedule D (Form 990)

	le D (Form 990) 2010	47-0863430	Page 4
Part			nts
1	Total revenue (Form 990, Part VIII, column (A), line 12)		1,953,428
2	Total expenses (Form 990, Part IX, column (A), line 25)		1,930,501
3	Excess or (deficit) for the year. Subtract line 2 from line 1		22,927
4	Net unrealized gains (losses) on investments		
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements. Com		
Part	Reconciliation of Revenue per Audited Financial State		
1 .	Total revenue, gains, and other support per audited financial stateme		1 1,964,703
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		: 1962
а	Net unrealized gains on investments	2a	1125
b	Donated services and use of facilities	2b 11,275.	
С	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)		
е	Add lines 2a through 2d		2e 11,275
3	Subtract line 2e from line 1		3 1,953,428
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		Mar. 6
а	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)		
С	Add lines 4a and 4b		4c
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I,		
Part	XIII Reconciliation of Expenses per Audited Financial State		
1	T tolored the second se		1 1,941,776
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
а	Donated services and use of facilities	2a 11,275.	
b	Prior year adjustments		
С	Other losses	0 -	
d	Other (Describe in Part XIV.)	2d	
е	Add lines 2a through 2d		2e 11,275
3	Subtract line 2e from line 1		3 1,930,501
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
а	Investment expenses not included on Form 990, Part VIII, line 7b	4 a	
b	Other (Describe in Part XIV.) Add lines 4a and 4b	4b	
С	Add lines 4a and 4b		4c
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part		5 1,930,501
Part	XIV Supplemental Information		
Part V	ete this part to provide the descriptions required for Part II, lines 3, 5, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part Iditional information.		e this part to provide
PART	X, LINE 2		
INCO	ME TAX UNCERTAINTIES		
MODE	ST NEEDS IS SUBJECT TO THE PROVISIONS OF THE	FINANCIAL ACCOUNTING	
STAN	DARDS BOARD'S ACCOUNTING STANDARDS CODIFICATI	ON ("ASC")740-10-05	
RELA	TING TO THE ACCOUNTING AND REPORTING FOR UNCE	RTAINTY IN INCOME TAXES	5.

Part XIV Supplemental Information (continued)

SCHEDULE (Form 990)

Department of the Treasury Name of the organization Internal Revenue Service

Part I General Information on Grants and Assistance

MODEST NEEDS FOUNDATION

Governments, and Individuals in the United States Grants and Other Assistance to Organizations,

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22. ► Attach to Form 990.

9	
0	
N	

OMB No. 1545-0047

Open to Public

Employer Identification number 47-0863430

No Schedule I (Form 990) (2010) (h) Purpose of grant or assistance DRAMA ENRICHMENT Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part X Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and (g) Description of non-cash assistance (f) Method of valuation (book, FMV, appraisal, other) (d) Amount of cash grant. (e) Amount of non-cash assistance 25,000 (c) IRC section if applicable Enter total number of section 501(c)(3) and government organizations For Paperwork Reduction Act Notice, see the Instructions for Form 990. 62-1844686 501(C)(3) Il can be duplicated if additional space is needed (p) EIN (1) THE UNIVERSITY OF TENNESSEE FOUNDATION, INC Enter total number of other organizations (a) Name and address of organization or government 600 HENLEY STREET, SUITE 100 Part II 3 (4) (12)(5) (11) (5)(6) (7)(8) (6) (10)

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47-0863430

Page 2

Schedule I (Form 990) (2010)

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed

	Part III can be duplicated if additional space is needed	ce is needed.			,	
	(a) Type of grant or assistance	(b) Number of reciplents	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 PAYME	1 PAYMENTS MADE ON BEHALF OF INDIVIDUALS	1,251.		831,139.	FMV	PYMT MADE ON BEHALF
2 DONAT	2 DONATED EQUIPMENT	3.		2,500. BOOK	ВООК	EQUI PMENT
က						
4						
9						
7						
Part IV	Part IV Supplemental Information. Complete this part		vide the informa	tion required in	Part I, line 2, and any	to provide the information required in Part I, line 2, and any other additional information.

MODEST NEEDS' OFFICERS SELECT GRANTEES BASED ON RECOMMENDATIONS OF ITS

GRANT POLICY

STAFF AND DONORS TO THE ORGANIZATION, AS WELL AS RESEARCH TO FIND THOSE

ORGANIZATIONS WHOSE PROGRAMS ARE IN-LINE WITH THE GENERAL MISSION OF

MODEST NEEDS.

SCHEDULE J (Form 990)

Compensation Information
For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

► Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

➤ Attach to Form 990. ➤ See separate instructions.

OMB No. 1545-0047

Department of the Treasury Internal Revenue Service Name of the organization

MODEST NEEDS FOUNDATION

Employer identification number 47-0863430

Part	Questions Regarding Compensation			
			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form	STATE OF		
	990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.			
	X First-class or charter travel Housing allowance or residence for personal use			
•	Travel for companions Payments for business use of personal residence	24		
	Tax indemnification and gross-up payments Health or social club dues or initiation fees			
	Discretionary spending account Personal services (e.g., maid, chauffeur, chef)			
h	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment			
b	or reimbursement or provision of all of the expenses described above? If "No," complete Part III to		v	100
	explain	1b	Х	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers,		x	
	directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	_ A	PHETO Z
•	Indicate which if any of the following the appealment of the party being a fitter.			
3	Indicate which, if any, of the following the organization uses to establish the compensation of the	THE STATE OF		
	organization's CEO/Executive Director. Check all that apply.	L. R. C.	178	
	Compensation committee Written employment contract			
	Independent compensation consultant X Compensation survey or study			
	X Form 990 of other organizations X Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:			
	organization or a related organization:	20.00	SECTION.	X
	Receive a severance payment or change-of-control payment from the organization or a related organization?	4a 4b		X
	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4 C		X
С	Participate in, or receive payment from, an equity-based compensation arrangement?	40	SHUTTE	Calebra .
	If Yes to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		170	
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any			
J	compensation contingent on the revenues of:			
а	The organization?	5a	A355A	X
	Any related organization?	5b	- 11	X
	If "Yes" to line 5a or 5b, describe in Part III.	ter	Property	
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any			
ŭ	compensation contingent on the net earnings of:	LESS.		
а		6a		X
	Any related organization?	6b		X
	If "Yes" to line 6a or 6b, describe in Part III.	4310	17001	GZ##O
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed			1
	payments not described in lines 5 and 6? If "Yes," describe in Part III	7		X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject			
	to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe			
	in Part III	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in			
	Regulations section 53.4958-6(c)?	9		

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2010

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

		(B) Breakdown	(B) Breakdown of W-2 and/or 1099-MISC compensation	compensation	(C) Retirement and	(D) Nontaxable	(E) Total of columns	(F) Compensation
(A) Name		(I) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	other deferred compensation	benefils	(g)-(j)(g)	reported in prior Form 990 or Form 990-EZ
	8	197,094.	0		0	6,573.	203,667.	0.
1 DR. KEITH TAYLOR	<u> </u>	0	0.	0	0	0.	.0	0.
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Schedule J (Form 990) 2010

Schedule J (Form 990) 2010 Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

0E15051.000

SCHEDULE L (Form 990 or 990-EZ)

Transactions With Interested Persons

► Complete if the organization answered
"Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.

OMB No. 1545-0047 Open To Public

Department of the Treasury Internal Revenue Service

► Attach to Form 990 or Form 990-EZ. ► See separate instructions. Inspection

MODE	DEST NEEDS FOUNDATION						Em					ır	
Part	Excess Benefit Transactions (s							. –				—— — b.	
	(-) Non 6 di	me of interested person and purpose Manage of interested person and purpose (e) (a) (b) (b) (c) (c		(c)	Corrected								
1	(a) Name of disqualified person				2)) Descript	ion of trans	sacuor	1			Y	es No
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
	under section 4958												
Part		ered "Ye	(b) Los	n Form	(c) Original					(f) Ap			
			the org	(b) Description of transaction (b) Description of transaction (c) Concessor (d) Description of transaction (e) Indefault? (f) Approved by by board amount principal amount principal amount (d) Balance due (e) In default? (f) Approved by by board agreement? (g) Written by board or committee? (h) From (h) Approved (g) Written agreement? (h) Approved (g) Written agreement? (h) Approved (h) Approve									
			То	_				Yes		Yes	_	Yes	_
	DR. KEITH TAYLOR (PERSONAL)			X	26,486.	2	6,486.		X		X		X
(2)													
(3)													
(4)													
(5)										_			
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(7)			<u> </u>	-					-				
(9)													
(10)			_	+				<u> </u>		_			
Total					2		6.486	W	-55 T		182		
Part	Grants or Assistance Benefiti	ng Inter ered "Ye	este	d Pers	sons. 990, Part IV, line 27 between interested person	7			nt and	type c	of assis	stance	- 1 H
(1)			-										
(2)													
(3)													
(4)							_						
(5)										_			
(6)													
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(8)													
(9)													
(10)													

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2010

Part IV	Business	Transactions	Involvina	Interested	Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c,

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing organization revenues?	
				Yes	No
(1) KEITH TAYLOR	PRESIDENT OF MODEST NEEDS	810,000.	PYMT FOR WEBSITE DEVELOPMENT		х
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

PART IV - LINE 1

SEE EXPLANATION IN SCHEDULE O

SCHEDULE O (Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2010

Open to Public Inspection

Department of the Treasury Internal Revenue Service Name of the organization

MODEST NEEDS FOUNDATION

Employer identification number 47-0863430

PART IV, LINE 25A, 25B

MODEST NEEDS IS CURRENTLY UNDERGOING A ROUTINE EXAMINATION BY THE INTERNAL REVENUE SERVICE WITH REGARD TO THE ACCOUNTING FOR THE COSTS OF TRAVEL AND RELATED EXPENSES INCURRED IN 2008. ACCORDINGLY, WE ARE NOT IN A POSITION TO PROVIDE A DEFINITIVE RESPONSE TO QUESTIONS 25A AND 25B AT THIS TIME.

PART VI, SECTION B, LINE 11A
REVIEW OF THE 990

BEFORE FILING THE FORM 990, THE YEAR'S AUDITED FINANCIAL STATEMENTS AND FORM 990 ARE DISTRIBUTED TO THE ORGANIZATION'S BOARD OF DIRECTORS FOR REVIEW. FOLLOWING THE REVIEW PERIOD, THE BOARD OF DIRECTORS MEETS WITH THE ORGANIZATION'S INDEPENDENT AUDITORS, WHO RESPOND TO QUESTIONS FROM THEM AND PROVIDE ANY NECESSARY CLARIFYING INFORMATION TO THE MEMBERS OF THE BOARD. THE FORM 990 IS PUBLISHED ONLY WHEN IT HAS BEEN APPROVED BY THE UNANIMOUS VOTE OF THE ORGANIZATION'S BOARD OF DIRECTORS.

PART VI, SECTION B, LINE 12C

CONFLICT OF INTEREST

MODEST NEEDS FOUNDATION HAS IN PLACE A POLICY REQUIRING ALL DIRECTORS AND EMPLOYEES TO DISCLOSE ANY INTEREST(S) THAT THEY MAY HAVE IN THE FINANCIAL OR OTHER TRANSACTION(S) ENTERED INTO BY THE ORGANIZATION AND REQUIRING DIRECTORS OR EMPLOYEES WHO MAY HAVE SUCH INTEREST TO ABSTAIN FROM

DISCUSSION, VOTING OR OTHER CONSIDERATION OF THE TRANSACTION(S) UNDER CONSIDERATION. EACH YEAR, MODEST NEEDS' BOARD MEMBERS AND EMPLOYEES COMPLETE AND SIGN A "CONFLICT OF INTEREST" QUESTIONNAIRE STIPULATING TO THIS POLICY AND DISCLOSING ANY CONFLICTS OF WHICH THEY ARE AWARE AT THE TIME THE POLICY IS SIGNED. BOARD MEMBERS AND OTHER EMPLOYEES MUST IMMEDIATELY DISCLOSE ANY CONFLICTS OF INTEREST THAT MIGHT ARISE THROUGHOUT THE YEAR.

ANY TRANSACTION OF ANY SIZE THAT MIGHT RESULT IN A CONFLICT OF INTEREST MUST BE APPROVED BY THE BOARD OF DIRECTORS, WITH THE POTENTIALLY INTERESTED PARTY ABSTAINING FROM ANY CONSIDERATION OF THE TRANSACTION IN QUESTION.

PART VI, SECTION B, LINE 15A AND 15B

DETERMINATION OF COMPENSATION

MODEST NEEDS FOUNDATION'S DIRECTORSHIP SETS THE SALARY OF THE PRESIDENT OF THE ORGANIZATION BY CONSIDERING THE PERFORMANCE OF THE PRESIDENT AND AVAILABLE COMPARABILITY DATA FOR THE PRIOR YEAR AGAINST THE PROJECTED BUDGET OF THE ORGANIZATION FOR THE CURRENT YEAR. THE PRESIDENT OF THE ORGANIZATION SETS THE SALARIES FOR OTHER OFFICERS AND EMPLOYEES BY EVALUATING THE PRIOR YEAR'S PERFORMANCE OF THE EMPLOYEE AND AVAILABLE COMPARABILITY DATA FOR THE PRIOR YEAR AGAINST THE PROJECTED BUDGET OF THE ORGANIZATION FOR THE CURRENT YEAR.

PART VI, SECTION C, LINE 19

PUBLIC AVAILABILITY OF GOVERNING DOCUMENTS

MODEST NEEDS MAKES IT FINANCIAL DOCUMENTS, CONFLICT OF INTEREST POLICY,

AND OTHER GOVERNING DOCUMENTS AVAILABLE FOR INSTANT DOWNLOAD VIA ITS
WEBSITE AT HTTP://WWW.MODESTNEEDS.ORG. HARD COPIES OF THESE DOCUMENTS
MAY LIKEWISE BE REQUESTED BY REGULAR MAIL, FACSIMILE, OR TELEPHONE.

EXTENSION OF TIME TO FILE

AN EXTENSION OF TIME TO FILE THE FORM 990 WAS PAPER FILED.

SCHEDULE L - PART IV

LINE 1

IN 2010, THE DIRECTORSHIP OF MODEST NEEDS FOUNDATION OPTED TO OUTSOURCE THE ONGOING MAINTENANCE AND DEVELOPMENT OF MODEST NEEDS' WEBSITE. AFTER CONSIDERING BIDS FOR THE PROJECT, THE BOARD OF DIRECTORS ELECTED TO ENGAGE THE SERVICES OF A WEBSITE DESIGN FIRM FOR WHICH THE PRESIDENT OF THE ORGANIZATION WORKS ON A PART-TIME BASIS FOR THIS PURPOSE.

THE COST OF THE CONTRACT INCLUDES THE ESTIMATED COST OF A COMPLETE REDESIGN OF MODEST NEEDS' WEBSITE OVER A PERIOD OF TWO YEARS AND PROVIDES FOR ONOING MAINTENANCE OF, ADJUSTMENTS TO, AND TECHNICAL SUPPORT FOR BOTH THE CURRENT AND REDESIGNED WEBSITES FOR A PERIOD OF THREE YEARS. IT IS ANTICIPATED THAT THESE COSTS WILL BE BORN EITHER IN FULL OR IN LARGE PART BY GRANTS MADE TO THE ORGANIZATION FOR THIS PURPOSE.

THE PRESIDENT OF MODEST NEEDS DISCLOSED HIS ASSOCIATION WITH THE FIRM

THAT WAS ULTIMATELY ENGAGED BY THE DIRECTORS OF MODEST NEEDS TO COMPLETE

THIS WORK AT THE COMMENCEMENT OF THE REVIEW PROCESS AND THE ORGANIZATION

ADHERED TO ITS CONFLICT OF INTEREST POLICY DESCRIBED IN "SECTION O" IN

Name of the organization MODEST NEEDS FOUNDATION Employer identification number 47-0863430

ENGAGING THIS FIRM TO PERFORM THE WORK DESCRIBED ABOVE.

ATTACHMENT 1

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

MODEST NEEDS EXISTS PRIMARILY TO PREVENT OTHERWISE FINANCIALLY SELF-SUFFICIENT INDIVIDUALS AND FAMILIES FROM ENTERING THE CYCLE OF POVERTY BY HELPING THESE PERSONS TO SHOULDER THE BURDEN OF A SHORT-TERM, EMERGENCY EXPENSE, THEREBY LESSENING THE BURDEN OF STATE AND FEDERAL AGENCIES CHARGED WITH THE CARE OF THE TRULY INDIGENT.

ATTACHMENT 2

FORM 990, PART VI, LINE 17 - STATES

AL, AK, AZ, AR, CA, CO, CT, DE,

DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI,

MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA,

RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY