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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

2008

For calendar year 2008, or tax year beginning AUGUST 1 **, 2008, and ending** JULY 31 **, 20** 09

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☑ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: FLORENCE F. LEIFHEIT FOUNDATION

Number and street (or P.O box number if mail is not delivered to street address): C/O WILLIAM PILLMAN, 1921 W. ALTORFER DR. | Room/suite:

City or town, state, and ZIP code: PEORIA, IL 61615

A Employer identification number: 36 4132886

B Telephone number (see page 10 of the instructions): (309) 713-2812

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2123036

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	40583	40583	40583	
	4 Dividends and interest from securities	13105	13105	13105	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(441874)			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		(441874)		
	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) MISCELLANEOUS	387	387	387	
	12 **Total.** Add lines 1 through 11	(387799)	(387799)	54075	
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)	9000	1000	1000	
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	548	548	548	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	6931	6776	0	
	24 **Total operating and administrative expenses.** Add lines 13 through 23	16479	8324	1548	
	25 Contributions, gifts, grants paid	127500			
	26 **Total expenses and disbursements.** Add lines 24 and 25	143979	8324	1548	
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	(531778)			
	b **Net investment income** (if negative, enter -0-)		(396123)		
	c **Adjusted net income** (if negative, enter -0-)			52527	

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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			
	2 Savings and temporary cash investments	1530124	2109959	2109959
	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 page 15 of the 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	3348	3348	3348
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1046337	9729	4838
	c Investments—corporate bonds (attach schedule)	75005	0	0
	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)	2654814	2123036	2118145
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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2654814	2123036	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	2654814	2123036	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2654814	2123036	

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	2654814
2 Enter amount from Part I, line 27a	2	(531778)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	2123036
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2123036

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	SCHEDULES ATTACHED			
b	CAPITAL GAIN DISTRIBUTION			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				(444447)
b				2573
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	
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	(441874)

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 page 18 of 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))
2007	140080	2642240	.053016
2006	135000	2805102	.0481265
2005	130000	2728092	.047652
2004	119000	2607584	.04564
2003	116396	2382337	.04886

2 **Total** of line 1, column (d)	2	.2432945
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	.0486589
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	2264083
5 Multiply line 4 by line 3	5	110168
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	110168
8 Enter qualifying distributions from Part XII, line 4	8	127500

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter: .... (attach copy of ruling 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	0
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	0
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	0
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a: 3348		
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	3348
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3348
11	Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ 3348 **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	N	A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	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 page 19 of the instructions) ▶ ILLINOIS			
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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *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 page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ NA

14 The books are in care of ▶ WILLIAM RAYE PILLMAN,CPA Telephone no. ▶ 309-713-2812

Located at ▶ 1921 W. ALTORFER DR., PEORIA, IL ZIP+4 ▶ 61615

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 |

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 page 20 of the instructions)?	1b	N	A
	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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ 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 page 20 of the 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 2008 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 2008.)*	3b	N	A
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 2008?	4b		✓

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

			Yes	No
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 page 22 of the 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 page 22 of the instructions)?	5b	N	A
	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? *If you answered "Yes" to 6b, also file Form 8870.*	6b		✓
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 page 22 of the 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
WILLIAM R. PILLMAN 6024 N. WEDGEWOOD LN, PEORIA, IL	PRESIDENT	0	0	0
SALLY A. PILLMAN 6024 N. WEDGEWOOD LN, PEORIA, IL	VP	0	0	0
JENNIFER PILLMAN 6024 N. WEDGEWOOD LN, PEORIA, IL	SEC-TREASURER	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 page 23 of the 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	475172
b	Average of monthly cash balances	1b	1820041
c	Fair market value of all other assets (see page 24 of the instructions)	1c	3348
d	**Total** (add lines 1a, b, and c)	1d	2298561
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2298561
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	34478
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2264083
6	**Minimum investment return.** Enter 5% of line 5	6	113204

Part XI Distributable Amount (see page 25 of the 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	113204
2a	Tax on investment income for 2008 from Part VI, line 5 — 2a: 0		
b	Income tax for 2008. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	113204
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	113204
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	113204

Part XII Qualifying Distributions (see page 25 of the 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	127500
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	127500
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 page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	127500

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1	Distributable amount for 2008 from Part XI, line 7				113204
2	Undistributed income, if any, as of the end of 2007:				
a	Enter amount for 2007 only			126278	
b	Total for prior years: 20____,20____,20____		0		
3	Excess distributions carryover, if any, to 2008:				
a	From 2003 0				
b	From 2004 0				
c	From 2005 0				
d	From 2006 0				
e	From 2007 0				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 127500				
a	Applied to 2007, but not more than line 2a			127500	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d	Applied to 2008 distributable amount				1222
e	Remaining amount distributed out of corpus	0			
5	Excess distributions carryover applied to 2008. *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d	Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				111982
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8	Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9	**Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9:				
a	Excess from 2004 . . 0				
b	Excess from 2005 . . 0				
c	Excess from 2006 . . 0				
d	Excess from 2007 . . 0				
e	Excess from 2008 . . 0				

Part XIV Private Operating Foundations (see page 27 of the 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 2008, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	52527	76242	69954	66079	264802
b 85% of line 2a	44648	64806	59461	56167	225082
c Qualifying distributions from Part XII, line 4 for each year listed	127500	140080	135000	130000	532580
d Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0	0	0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	127500	140080	135000	130000	532580
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets	2123036	2478979	2885975	2661095	10149085
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	2123036	2478979	2885975	2661095	10149085
b "Endowment" alternative test—enter ⅔ of minimum investment return shown in Part X, line 6 for each year listed	75393	87987	93494	90928	347802
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)	0	0	0	0	0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)	0	0	0	0	0
(3) Largest amount of support from an exempt organization	0	0	0	0	0
(4) Gross investment income	(387799)	76997	85696	79448	(145658)

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 page 27 of the 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).)

N/A

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

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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:

WILLIAM R. PILLMAN, 1921 W. ALTORFER DR., PEORIA, IL 61615

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

NO PRESCRIBED FORM

c Any submission deadlines:
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
NONE

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*				
SCHEDULE ATTACHED				
Total . . . . ▶ 3a				127500
b *Approved for future payment*				
N/A				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
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					40583
4 Dividends and interest from securities					13105
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)					53688

13 **Total.** Add line 12, columns (b), (d), and (e) 13 53688

(See worksheet in line 13 instructions on page 28 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 page 28 of the instructions.)
1	THE ORGANIZATION IS ORGANIZED FOR THE EXCLUSIVE PURPOSE OF HOLDING TITLE TO PROPERTY,
THRU	COLLECTING INCOME THEREFROM, AND TURNING OVER THE ENTIRE AMOUNT LESS EXPENSES TO
11	EXEMPT ORGANIZATIONS.
	THE INDIVIDUAL LINE ITMES ALLOW THE ORGANIZATION THE ABILITY TO DETERMINE THE TIMING AND
	AMOUNT OF THE INDIVIDUAL GRANTS IN ORDER TO FACILITATE THE MAXIMUM BENEFIT FROM
	LIMITED FUNDS. THIS ADDITIONALLY ALLOWS THE TRUSTEES TIME TO RECONSIDER ALL REQUESTS
	AS TO APPROPRIATENESS AND URGENCY.

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
	N/A	N/A	N/A

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
	N/A	N/A

Sign Here

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

William Ray Pillman | 3-10-10 | Trustee

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ► ☑	Preparer's identifying number (see **Signature** on page 30 of the instructions)
William Ray Pillman CPA	3-10-10		P00758693
Firm's name (or yours if self-employed), address, and ZIP code	WILLIAM R. PILLMAN, CPA	EIN ►	
	1921 W. ALTORFER DR., PEORIA, IL 61615	Phone no. (309) 713-2812	

36-4132886
FLORENCE F. LEIFHEIT FOUNDATION
FOR THE YEAR ENDED JULY 31, 2009

FORM 990 PF – PAGE 10
PART XV-LINE 3 – GRANTS AND CONTRIBUTIONS

NAME AND ADDRESS	IF RECIPIENT IS AN INDIVIDUAL, SHOW ANY RELATIONSHIP TO FOUNDATION MANAGER OR SUBSTANTIAL CONTRIBUTOR	RECIPIENT	CONTRIBUTION	AMOUNT
BRADLEY UNIVERSITY 1501 E. BRADLEY PEORIA, IL 61606	NONE	NA	EDUCATIONAL	$ 17,500
LAKEVIEW MUSEUM OF ARTS AND SCIENCES 1125 W. LAKE AVENUE PEORIA, IL 61614	NONE	NA	CULTURAL	80,000
THE CATHOLIC DIOCESE OF PEORIA 512 E. KANSAS PEORIA, IL 61603	NONE	NA	CHARITABLE	25,000
CHRIST LUTHERAN CHURCH 2020 W. MALONE PEORIA, IL 61605	NONE	NA	EDUCATIONAL	5,000
TOTAL:				$ 127500

FLORENCE LEIFHEIT FOUNDATION ACCT: 906454180

REALIZED GAINS AND LOSSES

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST OR OTHER BASIS	GAIN OR LOSS	LT OR ST	SHORT TERM	LONG TERM
MARISCO 21ST CENTURY FU	11/16/05	8/26/08	26,556.45	23,747.23	2,809.22	LT	0.00	2,809.22
MARISCO 21ST CENTURY FU	12/16/05	8/26/08	4.10	3.75	0.35	LT	0.00	0.35
MARISCO 21ST CENTURY FU	12/15/06	8/26/08	235.37	252.31	(16.94)	LT	0.00	(16.94)
MARISCO 21ST CENTURY FU	12/14/07	8/26/08	240.69	1,097.73	(857.04)	ST	(857.04)	0.00
MARISCO 21ST CENTURY FU	12/14/07	8/26/08	889.98	296.87	593.11	ST	593.11	0.00
HARTFORD FINANCIAL SERV	2/17/09	5/6/09	5,973.89	4,313.91	1,659.98	ST	1,659.98	0.00
CGM FOCUS FUND	12/7/04	7/17/2009	15,442.60	20,024.00	(4,581.40)	LT	0.00	(4,581.40)
CGM FOCUS FUND	12/31/04	7/17/2009	21.05	24.65	(3.60)	LT	0.00	(3.60)
CGM FOCUS FUND	12/31/04	7/17/2009	2,142.18	2,508.48	(366.30)	LT	0.00	(366.30)
CGM FOCUS FUND	11/16/05	7/17/2009	10,883.92	15,831.47	(4,947.55)	LT	0.00	(4,947.55)
CGM FOCUS FUND	12/30/05	7/17/2009	375.43	500.31	(124.88)	LT	0.00	(124.88)
CGM FOCUS FUND	12/30/05	7/17/2009	1,126.27	1,500.92	(374.65)	LT	0.00	(374.65)
CGM FOCUS FUND	12/30/05	7/17/2009	1,535.84	2,046.71	(510.87)	LT	0.00	(510.87)
CGM FOCUS FUND	12/29/06	7/17/2009	733.40	1,019.22	(285.82)	LT	0.00	(285.82)
CGM FOCUS FUND	12/29/06	7/17/2009	2,643.87	3,674.21	(1,030.34)	LT	0.00	(1,030.34)
CGM FOCUS FUND	12/28/07	7/17/2009	34.45	72.44	(37.99)	LT	0.00	(37.99)
CGM FOCUS FUND	12/28/07	7/17/2009	1,123.30	2,361.28	(1,237.98)	LT	0.00	(1,237.98)
CGM FOCUS FUND	12/28/07	7/17/2009	5,441.46	11,438.60	(5,997.14)	LT	0.00	(5,997.14)
CGM FOCUS FUND	12/31/08	7/17/2009	338.43	364.42	(25.99)	ST	(25.99)	0.00
FIRST EAGLE GLOBAL FUND	10/28/04	7/17/2009	28,879.41	30,000.00	(1,120.59)	LT	0.00	(1,120.59)
FLOTEK INDUSTRIES INC CO	5/23/08	7/17/2009	670.19	8,183.95	(7,513.76)	LT	0.00	(7,513.76)
GENERAL ELECTRIC CO	12/17/98	7/17/2009	1,232.15	3,185.00	(1,952.85)	LT	0.00	(1,952.85)
GENERAL ELECTRIC CO	8/8/03	7/17/2009	3,461.73	8,307.45	(4,845.72)	LT	0.00	(4,845.72)
GIGAMEDIA LTD	5/9/06	7/17/2009	7,700.26	14,914.25	(7,213.99)	LT	0.00	(7,213.99)
INTL GAME TECHNOLOGY	5/23/07	7/17/2009	7,130.22	16,528.79	(9,398.57)	LT	0.00	(9,398.57)
JOHNSON & JOHNSON	12/19/03	7/17/2009	5,888.95	5,020.00	868.95	LT	0.00	868.95
MAIRS & POWER GRO\\'fH F	10/28/04	7/17/2009	24,547.89	30,024.00	(5,476.11)	LT	0.00	(5,476.11)
NEUBERGER BERMAN PART	11/16/05	7/17/2009	18,587.83	27,705.11	(9,117.28)	LT	0.00	(9,117.28)
NEUBERGER BERMAN PART	12/15/05	7/17/2009	175.16	260.58	(85.42)	LT	0.00	(85.42)
NEUBERGER BERMAN PART	12/16/05	7/17/2009	853.91	1,270.34	(416.43)	LT	0.00	(416.43)
NEUBERGER BERMAN PART	12/15/06	7/17/2009	121.41	197.71	(76.30)	LT	0.00	(76.30)
NEUBERGER BERMAN PART	12/15/06	7/17/2009	321.20	523.09	(201.89)	LT	0.00	(201.89)
NEUBERGER BERMAN PART	12/17/07	7/17/2009	73.99	121.37	(47.38)	LT	0.00	(47.38)
NEUBERGER BERMAN PART	12/17/07	7/17/2009	760.36	1,247.36	(487.00)	LT	0.00	(487.00)
NEUBERGER BERMAN PART	12/15/08	7/17/2009	123.1	92.53	30.57	ST	30.57	0.00
NEUBERGER BERMAN PART	12/15/08	7/17/2009	363.7	273.36	90.34	ST	90.34	0.00
PROGRESS ENERGY INC CON	1/18/01	7/17/2009	26.44	0	26.44	LT	0.00	26.44
RAINIER INVESTMENT MGM	11/16/05	7/17/2009	15,907.62	24,416.00	(8,508.38)	LT	0.00	(8,508.38)
RAINIER INVESTMENT MGM	12/16/05	7/17/2009	231.71	361.4	(129.69)	LT	0.00	(129.69)

FLORENCE LEIFHEIT FOUNDATION ACCT: 906454180

REALIZED GAINS AND LOSSES

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST OR OTHER BASIS	GAIN OR LOSS	LT OR ST	SHORT TERM	LONG TERM
RAINIER INVESTMENT MGM	12/16/05	7/17/2009	238.98	372.72	(133.74)	LT	0.00	(133.74)
RAINIER INVESTMENT MGM	12/15/06	7/17/2009	18.38	32.04	(13.66)	LT	0.00	(13.66)
RAINIER INVESTMENT MGM	12/15/06	7/17/2009	581.56	1,013.74	(432.18)	LT	0.00	(432.18)
RAINIER INVESTMENT MGM	12/17/07	7/17/2009	912.86	1,609.56	(696.70)	LT	0.00	(696.70)
RAINIER INVESTMENT MGM	12/17/07	7/17/2009	1,321.26	2,329.68	(1,008.42)	LT	0.00	(1,008.42)
RAINIER INVESTMENT MGM	12/16/08	7/17/2009	4.32	3.96	0.36	ST	0.36	0.00
TESORO PETROLEUM CORP	4/22/08	7/17/2009	4,746.28	11,394.73	(6,648.45)	LT	0.00	(6,648.45)
US GLOBAL INVESTORS INC	6/19/07	7/17/2009	1,095.98	2,551.50	(1,455.52)	LT	0.00	(1,455.52)
US GLOBAL INVESTORS INC	6/19/07	7/17/2009	3,318.21	7,654.49	(4,336.28)	LT	0.00	(4,336.28)
			205,037.74	290,673.22	(85,635.48)	0.00	1,491.33	(87,126.81)

FLORENCE LEIFHEIT FOUNDATION

	A	B	C	D	E	F	G	H
1	**MORGAN STANLEY ACCT. 315 041199 006**							
2	**FOR YEAR END 7/31/08**	**PURCHASE**	**SALE**	**NET**		**SHORT**	**LONG**	
3	**NAME**	**DATE**	**DATE**	**PROCEEDS**	**COST**	**TERM**	**TERM**	
4	**MS FINANCIAL SERVICES TRUST A**	10/10/2007	10/10/2008	30,926.87	101,501.88	(70,575.01)		
5	**MS INTERNATIONAL A**	10/10/2007	10/10/2008	55,419.83	101,370.00	(45,950.17)		
6	**MS FINANCIAL SERVICES TRUST A**	12/16/1999	10/10/2008	16,121.81	48,412.22		(32,290.41)	
7	**MS FINANCIAL SERVICES TRUST A**	12/16/1999	10/10/2008	2,846.28	8,547.11		(5,700.83)	
8	**MS INTERNATIONAL A**	1/8/2007	10/10/2008	66,045.31	99,999.98		(33,954.67)	
9	**FHLMC MTN**	7/25/2005	12/31/2008	75,000.00	75,005.25		(5.25)	
10								
11	**TOTAL:**					(116,525.18)	(71,951.16)	
12								
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	A	B	C	D	E	F	G	H
1	**TD WATERHOUSE ACCT. NO. 925100270**							
2	**YEAR ENDED 7/31/09**	**PURCHASE**	**SALE**		**NET**		**SHORT**	**LONG**
3	**NAME**	**DATE**	**DATE**	**SHARES**	**PROCEEDS**	**COST**	**TERM**	**TERM**
4	**AMGEN**	**5/18/2007**	**8/14/2008**	**50**	**3235.34**	**2792.89**		**442.45**
5								
6	**MARSH & MCLENNAN COMP**	2/23/2007	8/15/2008	60	1,911.02	1,787.54		123.48
7	**MARSH & MCLENNAN COMP**	2/23/2007	8/27/2008	10	318.63	297.92		20.71
8	**MARSH & MCLENNAN COMP**	3/14/2007	8/27/2008	70	2,230.37	1,998.85		231.52
9	**MARSH & MCLENNAN COMP**	3/14/2007	10/20/2008	70	1,940.72	1,998.84		(58.12)
10								
11	**TELE NORTE CECULAR PART**	8/12/2008	8/26/2008	1	20.09	0.00	20.09	
12								
13	**FREDDIE MAC-VOTING COM**	12/12/2007	9/16/2008	160	48.76	4,801.70	(4,752.94)	
14	**FREDDIE MAC-VOTING COM**	6/18/2008	9/16/2008	100	30.48	2,290.96	(2,260.48)	
15	**FREDDIE MAC-VOTING COM**	7/8/2008	9/16/2008	120	36.57	1,460.02	(1,423.45)	
16								
17	**FANNIE MAE**	1/25/2008	9/22/2008	80	66.67	2,620.00	(2,553.33)	
18	**FANNIE MAE**	2/20/2008	9/22/2008	80	66.67	2,355.88	(2,289.21)	
19	**FANNIE MAE**	7/1/2008	9/22/2008	70	58.34	1,351.25	(1,292.91)	
20	**FANNIE MAE**	8/4/2008	9/22/2008	110	91.67	1,280.08	(1,188.41)	
21								
22	**WASHINGTON MUTUAL COM**	8/24/2007	9/29/2008	110	6.26	4,097.10		(4,090 84)
23	**WASHINGTON MUTUAL COM**	11/27/2007	9/29/2008	240	13.66	4,153.61	(4,139.95)	
24	**WASHINGTON MUTUAL COM**	12/11/2007	9/29/2008	120	6.83	2,137.69	(2,130.86)	
25	**WASHINGTON MUTUAL COM**	8/11/2008	9/29/2008	400	22.74	1,907.26	(1,884.52)	
26								
27	**MITSUBISHI UFJ FINL GROUP**	3/27/2002	10/15/2008	130	1,021.06	797.41		223.65
28	**MITSUBISHI UFJ FINL GROUP**	3/27/2002	4/6/2009	150	771.57	920.08		(148 51)
29	**MITSUBISHI UFJ FINL GROUP**	2/7/2007	4/6/2009	210	1,080.21	2,471.73		(1,391 52)
30	**MITSUBISHI UFJ FINL GROUP**	2/7/2007	7/30/2009	40	234.43	470.80		(236.37)
31	**MITSUBISHI UFJ FINL GROUP**	4/27/2007	7/30/2009	210	1,230.78	2,450.76		(1,219 98)
32	**MITSUBISHI UFJ FINL GROUP**	10/17/2007	7/30/2009	300	1,758.25	2,649.54		(891.29)
33								
34	**AMERICAN INTERNATIONAL GROUP**	3/13/2008	10/17/2008	50	110.52	2,082.22		(1,971 70)
35	**AMERICAN INTERNATIONAL GROUP**	5/12/2008	10/17/2008	50	110.52	1,938.04		(1,827.52)
36	**AMERICAN INTERNATIONAL GROUP**	5/23/2008	10/17/2008	50	110.52	1,848.04		(1,737 52)

	A	B	C	D	E	F	G	H
37	AMERICAN INTERNATIONAL GROUP	7/9/2008	10/17/2008	50	110.52	1,318.85		(1,208 33)
38	AMERICAN INTERNATIONAL GROUP	9/3/2008	10/17/2008	60	132.61	1,336.18		(1,203.57)
39								
40	ASTRAZENECA PLC SPONSO	5/9/2007	11/10/2008	40	1,744.13	2,159.55		(415 42)
41	ASTRAZENECA PLC SPONSO	5/9/2007	7/7/2009	30	1,306.09	1,619.66		(313 57)
42	ASTRAZENECA PLC SPONSO	5/9/2007	7/30/2009	10	465.70	539.88		(74.18)
43	ASTRAZENECA PLC SPONSO	6/11/2007	7/30/2009	60	2,794.14	3,105.78		(311 64)
44	ASTRAZENECA PLC SPONSO	6/27/2007	7/30/2009	50	2,328.47	2,659.91		(331 44)
45								
46	GENERAL MOTORS CORP	10/13/2005	11/11/2008	70	207.94	1,830.10		(1,622.16)
47	GENERAL MOTORS CORP	12/14/2005	11/11/2008	140	415.88	3,117.87		(2,701.99)
48	GENERAL MOTORS CORP	4/5/2006	11/11/2008	90	267.35	1,716.30		(1,448 95)
49								
50	DEUTSCHE TELEKOM AG SP	9/18/2000	11/21/2008	60	777.23	2,216.25		(1,439.02)
51	DEUTSCHE TELEKOM AG SP	9/18/2000	7/30/2009	20	255.00	738.75		(483 75)
52	DEUTSCHE TELEKOM AG SP	11/12/2003	7/30/2009	140	1,784.99	2,210.87		(425 88)
53	DEUTSCHE TELEKOM AG SP	2/28/2005	7/30/2009	120	1,530.00	2,518.00		(988.00)
54	DEUTSCHE TELEKOM AG SP	7/6/2005	7/30/2009	90	1,147.50	1,658.29		(510 79)
55	DEUTSCHE TELEKOM AG SP	2/22/2006	7/30/2009	140	1,784.99	2,217.50		(432 51)
56								
57	DOW CHEMICAL CO	12/1/2006	7/30/2009	150	3,274.56	5,962.85		(2,688.29)
58	DOW CHEMICAL CO	12/15/2008	7/30/2009	50	1,091.52	996.90	94.62	
59								
60	E I DU PONT DE NEMOURS	5/15/2009	7/30/2009	60	1,866.59	1,620.59	246.00	
61								
62	EBAY INC	12/23/2008	7/30/2009	80	1,747.99	1,088.41	659.58	
63	EBAY INC	1/21/2009	7/30/2009	70	1,529.50	900.12	629.38	
64								
65	ENI SPA-SPONSORED ADR RE	7/15/2009	7/30/2009	40	1,992.36	1,836.00	156.36	
66								
67	ERICSSON L M TEL CO SPON	10/24/2007	7/30/2009	280	2,632.21	4,147.63		(1,515.42)
68	ERICSSON L M TEL CO SPON	1/3/2008	7/30/2009	220	2,068.16	2,544.18		(476.02)
69								
70	FIFTH THIRD BANCORP	4/7/2006	7/30/2009	130	1,199.94	5,095.57		(3,895 63)
71	FIFTH THIRD BANCORP	4/23/2007	7/30/2009	60	553.81	2,404.64		(1,850 83)
72								

	A	B	C	D	E	F	G	H
73	FRANCE TELECOM SPONSOR	9/11/2006	7/30/2009	90	2,259.03	1,961.72		297.31
74	FRANCE TELECOM SPONSOR	9/19/2006	7/30/2009	110	2,761.03	2,383.90		377.13
75	FRANCE TELECOM SPONSOR	7/21/2009	7/30/2009	3	75.30	0.00	75.30	
76								
77	FUJIFILM HOLDINGS CORPO	4/15/2004	7/30/2009	40	1,298.38	1,284.34		14.04
78	FUJIFILM HOLDINGS CORPO	11/9/2005	7/30/2009	50	1,622.99	1,603.50		19.49
79								
80	GANNETT CO INC	2/10/2006	7/30/2009	60	404.45	3,744.00		(3,339.55)
81	GANNETT CO INC	3/21/2006	7/30/2009	30	202.22	1,772.10		(1,569.88)
82	GANNETT CO INC	7/28/2006	7/30/2009	40	269.63	2,096.40		(1,826.77)
83	GANNETT CO INC	7/11/2007	7/30/2009	50	337.04	2,711.85		(2,374.81)
84	GANNETT CO INC	12/14/2007	7/30/2009	70	471.86	2,449.08		(1,977.22)
85								
86	GENERAL ELECTRIC CO	4/15/2009	7/30/2009	90	1,195.17	1,055.21	139.96	
87	GENERAL ELECTRIC CO	4/17/2009	7/30/2009	70	929.57	830.89	98.68	
88								
89	FORD	6/19/2008	12/4/2008	450	1,245.59	4,738.50	(3,492.91)	
90	FORD	6/19/2008	3/18/2009	516	1,291.59	5,433.48	(4,141.89)	
91								
92	NIPPON TELEGRAPH & TELE	4/3/2002	12/8/2008	70	1,745.05	1,353.98		391.07
93	NIPPON TELEGRAPH & TELE	9/14/2005	12/8/2008	20	498.59	457.89		40.70
94	NIPPON TELEGRAPH & TELE	9/14/2005	7/30/2009	90	1,852.20	2,060.52		(208 32)
95	NIPPON TELEGRAPH & TELE	5/7/2007	7/30/2009	90	1,852.20	2,323.53		(471 33)
96	NIPPON TELEGRAPH & TELE	8/13/2007	7/30/2009	110	2,263.79	2,353.86		(90.07)
97								
98	BRISTOL MYERS SQUIBB CO	4/3/2002	12/16/2008	30	676.79	883.44		(206.65)
99	BRISTOL MYERS SQUIBB CO	9/14/2005	12/16/2008	10	225.60	300.10		(74.50)
100	BRISTOL MYERS SQUIBB CO	6/3/2002	7/30/2009	30	653.40	900.30		(246.90)
101	BRISTOL MYERS SQUIBB CO	4/21/2004	7/30/2009	60	1,306.80	1,472.40		(165 60)
102	BRISTOL MYERS SQUIBB CO	8/11/2004	7/30/2009	70	1,524.60	1,592.25		(67.65)
103	BRISTOL MYERS SQUIBB CO	11/16/2005	7/30/2009	70	1,524.59	1,530.86		(6 27)
104								
105	SLM HOLDING CORP	8/13/2008	1/20/2009	120	1,423.05	1,876.03	(452.98)	
106	SLM HOLDING CORP	8/13/2008	3/23/2009	80	359.18	1,250.69	(891.51)	
107								
108	GLAXOSMITHKLINE PLC SPO	1/7/2004	1/21/2009	10	351.35	455.32		(103.97)

	A	B	C	D	E	F	G	H
109	GLAXOSMITHKLINE PLC SPO	2/25/2004	1/21/2009	30	1,054.02	1,282.17		(228.15)
110	GLAXOSMITHKLINE PLC SPO	2/25/2004	4/6/2009	10	305.80	427.39		(121 59)
111	GLAXOSMITHKLINE PLC SPO	11/21/2006	4/6/2009	20	611.58	1,030.58		(419 00)
112	GLAXOSMITHKLINE PLC SPO	11/21/2006	7/30/2009	40	1,549.20	2,061.15		(511 95)
113	GLAXOSMITHKLINE PLC SPO	5/11/2007	7/30/2009	40	1,549.20	2,269.01		(719.81)
114	GLAXOSMITHKLINE PLC SPO	7/25/2007	7/30/2009	60	2,323.80	3,155.12		(831 32)
115								
116	NORTEL NETWORK CORP	8/3/2005	1/21/2009	66	5.33	1,776.72		(1,771.39)
117	NORTEL NETWORK CORP	8/11/2006	1/21/2009	110	8.88	2,126.63		(2,117.75)
118								
119	KT SPONSORED ADR	3/28/2003	2/26/2009	70	874.92	1,216.60		(341.68)
120	KT SPONSORED ADR	3/28/2003	7/30/2009	40	648.82	695.20		(46.38)
121	KT SPONSORED ADR	10/22/2003	7/30/2009	60	973.23	1,243.77		(270 54)
122								
123	CITIGROUP INC	11/1/2007	3/30/2009	90	213.74	3,476.21		(3,262.47)
124	CITIGROUP INC	11/5/2007	3/30/2009	70	166.25	2,494.26		(2,328 01)
125	CITIGROUP INC	1/17/2008	3/30/2009	80	190.00	2,081.66		(1,891 66)
126	CITIGROUP INC	3/11/2008	3/30/2009	70	166.25	1,423.06		(1,256 81)
127	CITIGROUP INC	5/28/2008	3/30/2009	70	166.25	1,497.80	(1,331.55)	
128								
129	FAIRPOINT COMMUNICATIONS	4/1/2008	3/30/2009	1.99	1.27	0.00	1.27	
130								
131	EASTMAN KODAK CO	9/28/2005	4/21/2009	40	164.00	993.99		(829.99)
132	EASTMAN KODAK CO	5/22/2007	4/21/2009	140	573.98	3,484.16		(2,910.18)
133								
134	MICRON TECHNOLOGY INC	2/2/2005	5/6/2009	180	971.84	1,939.59		(967.75)
135	MICRON TECHNOLOGY INC	6/8/2005	7/30/2009	160	995.22	1,697.39		(702.17)
136	MICRON TECHNOLOGY INC	3/9/2007	7/30/2009	180	1,119.62	2,075.38		(955.76)
137	MICRON TECHNOLOGY INC	10/30/2007	7/30/2009	240	1,492.83	2,408.38		(915.55)
138								
139	CIT GROUP INC NEW	10/11/2007	7/16/2009	60	23.10	2,397.73		(2,374 63)
140								
141	AEGON NV - ORD AMERICAN	9/3/2004	7/30/2009	170	1,191.15	1,855.25		(660.10)
142	AEGON NV - ORD AMERICAN	5/19/2005	7/30/2009	10	70.30	0.00		70.30
143	AEGON NV - ORD AMERICAN	9/23/2005	7/30/2009	9	63.27	0.00		63.27
144	AEGON NV - ORD AMERICAN	7/18/2007	7/30/2009	140	984.24	2,707.54		(1,723.30)

	A	B	C	D	E	F	G	H
145	AEGON NV - ORD AMERICAN	9/15/2008	7/30/2009	12	84.37	0.00	84.37	
146								
147	AKZO NOBEL NV-SPONSORE	2/26/2004	7/30/2009	20	1,078.17	784.94		293.23
148	AKZO NOBEL NV-SPONSORE	5/14/2004	7/30/2009	40	2,156 34	0.00		2,156 34
149								
150	ALCATEL-LUCENT SPONSOR	4/17/2001	7/30/2009	100	274.09	1,699.88		(1,425 79)
151	ALCATEL-LUCENT SPONSOR	6/12/2001	7/30/2009	90	219.27	1,359.90		(1,140 63)
152	ALCATEL-LUCENT SPONSOR	4/26/2002	7/30/2009	110	301.50	1,869.87		(1,568 37)
153	ALCATEL-LUCENT SPONSOR	8/9/2004	7/30/2009	140	383.73	2,379.83		(1,996 10)
154	ALCATEL-LUCENT SPONSOR	11/16/2005	7/30/2009	150	411.14	0.00		411.14
155	ALCATEL-LUCENT SPONSOR	11/16/2005	7/30/2009	327	896.29	4,552.80		(3,656.51)
156								
157	AT&T CORP	6/17/2002	7/30/2009	89	2,364.71	910.47		1,454.24
158								
159	BANK OF AMER CORP	7/1/2008	7/30/2009	74	1,033.02	8,561.84		(7,528.82)
160	BANK OF AMER CORP	8/20/2008	7/30/2009	90	1,256.38	2,574.90	(1,318 52)	
161								
162	BB&T CORPORATION COM	8/27/2008	7/30/2009	60	1,359.00	1,677.38	(318 38)	
163								
164	BOSTON SCIENTIFIC CORP	10/2/2006	7/30/2009	310	3,363.72	4,547.58		(1,183.86)
165	BOSTON SCIENTIFIC CORP	3/14/2007	7/30/2009	210	2,278.65	3,187.59		(908.94)
166								
167	BRASIL TELECOM PARTICIPA	7/30/2008	7/30/2009	59	2,463.22	0.00	2,463.22	
168								
169	CANON INC ADR REPSTG 5 S	1/29/2009	7/30/2009	70	2,550.10	2,102.80	447.30	
170	CANON INC ADR REPSTG 5 S	4/16/2009	7/30/2009	30	1,092.90	921.94	170.96	
171								
172	CARREFOUR EUR2.5	1/19/2007	7/30/2009	40	1,859.95	2,288.18		(428 23)
173	CARREFOUR EUR2.5	9/3/2008	7/30/2009	30	1,394.96	1,576.83	(181.87)	
174	CARREFOUR EUR2.5	6/5/2009	7/30/2009	20	929.98	912.26	17.72	
175								
176	CENTRAIS ELEC BRAS SP AD	11/13/1998	7/30/2009	250	3,780.53	2,909.25		871.28
177	CENTRAIS ELEC BRAS SP AD	1/21/1999	7/30/2009	120	1,814.65	862.49		952.16
178								
179	CISCO SYSTEMS INC	12/3/2008	7/30/2009	70	1,537.86	1,074.23	463.63	
180								

	A	B	C	D	E	F	G	H
181	**CONTAX PARTICIPACOES S A**	9/6/2005	7/30/2009	50	79.99	0.00		79.99
182								
183	**DAIMLER AG ORD**	3/31/2009	7/30/2009	30	1,346.68	757.49	589.19	
184								
185	**DELL COMPUTER CORP**	8/2/2006	7/30/2009	70	952.74	1,536.06		(583.32)
186	**DELL COMPUTER CORP**	9/22/2006	7/30/2009	130	1,769.39	2,764.37		(994.98)
187	**DELL COMPUTER CORP**	5/7/2008	7/30/2009	80	1,088.85	1,510.66		(421 81)
188	**DELL COMPUTER CORP**	10/24/2008	7/30/2009	80	1,088.85	901.60	187.25	
189								
190	**HITACHI LTD-ADR NEW**	12/24/2003	7/30/2009	20	665.99	1,180.88		(514.89)
191	**HITACHI LTD-ADR NEW**	7/29/2005	7/30/2009	25	832.50	1,522.78		(690.28)
192								
193	**HOME DEPOT INC**	10/3/2007	7/30/2009	130	3,381.34	4,387.50		(1,006.16)
194	**HOME DEPOT INC**	12/5/2007	7/30/2009	110	2,861.13	3,170.13		(309 00)
195								
196	**INTEL CORP**	3/17/2006	7/30/2009	60	1,166.98	1,173.00		(6.02)
197	**INTEL CORP**	3/29/2006	7/30/2009	90	1,750.46	1,758.60		(8 14)
198	**INTEL CORP**	10/21/2008	7/30/2009	100	1,944.46	1,553.25	391.71	
199								
200	**J. SAINSBURY PLC SPONS AD**	8/1/2008	7/30/2009	60	1,265.96	1,535.33	(269.37)	
201								
202	**KEYCORP NON COM**	7/31/2008	7/30/2009	150	819.12	1,603.50	(784.38)	
203								
204	**KONINKLIJKE AHOLD NV CO**	1/3/2003	7/30/2009	160	1,777.55	2,136.87		(359.32)
205	**KONINKLIJKE AHOLD NV CO**	1/22/2003	7/30/2009	64	711.02	806.01		(94 99)
206	**KONINKLIJKE AHOLD NV CO**	2/2/2004	7/30/2009	160	1,777.56	1,136.76		640.80
207								
208	**MARKS & SPENCER GROUP P**	12/3/2003	7/30/2009	192	2,144.58	1,838.93		305.65
209	**MARKS & SPENCER GROUP P**	7/25/2008	7/30/2009	200	2,233.94	2,042.76		191.18
210								
211	**MERCK & CO INC**	3/4/2009	7/30/2009	30	915.89	687.29	228.60	
212								
213	**MICROSOFT CORP**	6/8/2006	7/30/2009	160	3,855.91	3,535.63		320.28
214	**MICROSOFT CORP**	12/15/2008	7/30/2009	60	1,445.97	1,143.79	302.18	
215								
216	**MITSUISUMITOMO INS GROUP**	4/8/2008	7/30/2009	390	4,894.37	8,254.94		(3,360.57)

	A	B	C	D	E	F	G	H
217								
218	**MIZUHO FINANCIAL GROUP**	5/17/2007	7/30/2009	330	1,511.35	4,125.40		(2,614.05)
219	**MIZUHO FINANCIAL GROUP**	9/6/2007	7/30/2009	180	824.38	2,189.81		(1,365 43)
220								
221	**MORRISON W SUPERMARKET**	12/29/2004	7/30/2009	610	2,683.93	2,429.20		254.73
222								
223	**MOTOROLA INC**	7/12/2007	7/30/2009	360	2,552.44	6,436.91		(3,884.47)
224	**MOTOROLA INC**	6/18/2008	7/30/2009	220	1,559.82	1,907.95		(348.13)
225								
226	**PNC FINL CORP COM**	1/2/2009	7/30/2009	5	180.04	4,044.03	(3,863.99)	
227								
228	**NOKIA CORP-SPNSORED A**	10/30/2008	7/30/2009	70	915.65	1,138.40	(222.75)	
229	**NOKIA CORP-SPNSORED A**	12/11/2008	7/30/2009	90	1,177.25	1,389.50	(212.25)	
230	**NOKIA CORP-SPNSORED A**	3/20/2009	7/30/2009	70	915.65	803.73	111.92	
231								
232	**PFIZER INC**	11/17/2004	7/30/2009	110	1,765.51	3,011.18		(1,245 67)
233	**PFIZER INC**	11/2/2005	7/30/2009	130	2,086.50	2,798.50		(712.00)
234	**PFIZER INC**	12/19/2005	7/30/2009	80	1,284.01	1,998.40		(714 39)
235	**PFIZER INC**	6/6/2008	7/30/2009	80	1,284.01	1,455.99		(171.98)
236								
237	**PORTUGAL TELECOM SGPS S**	8/25/2008	7/30/2009	320	3,225.67	3,021.26	204.41	
238								
239	**REGIONS FINANCIAL CORP**	11/17/2008	7/30/2009	110	459.89	1,034.92	(575.03)	
240								
241	**ROYAL BANK OF SCOTLAND**	2/22/2008	7/30/2009	460	321.99	3,459.75		(3,137 76)
242	**ROYAL BANK OF SCOTLAND**	5/20/2008	7/30/2009	500	349.99	2,543.00		(2,193.01)
243	**ROYAL BANK OF SCOTLAND**	9/18/2008	7/30/2009	24	16.80	0.00	16.80	
244								
245	**ROYAL BK SCOTLAND GRP P**	10/18/2007	7/30/2009	1	14.74	0.00		14.74
246								
247	**SAFEWAY INC**	6/6/2003	7/30/2009	60	1,156.23	1,172.67		(16.44)
248	**SAFEWAY INC**	2/6/2004	7/30/2009	80	1,541.64	1,809.07		(267 43)
249	**SAFEWAY INC**	12/13/2004	7/30/2009	90	1,734.34	1,658.93		75.41
250								
251	**SANOFI AVENTIS SPONSORE**	10/5/2006	7/30/2009	100	3,311.96	4,450.00		(1,138.04)
252	**SANOFI AVENTIS SPONSORE**	12/6/2006	7/30/2009	70	2,318.38	3,144.20		(825 82)

	A	B	C	D	E	F	G	H
253								
254	SARA LEE CORP	5/17/2006	7/30/2009	260	2,813.38	4,591.60		(1,778 22)
255								
256	SCHERING PLOUGH CORP	9/3/2008	7/30/2009	80	2,152.79	1,535.30	617.49	
257								
258	SONY CORP - ADR NEW	4/9/2008	7/30/2009	80	2,175.99	3,257.87		(1,081 88)
259								
260	STMICROELECTRONICS NV	8/9/2006	7/30/2009	250	1,870.08	3,800.63		(1,930.55)
261	STMICROELECTRONICS NV	10/11/2007	7/30/2009	140	1,047.24	2,361.80		(1,314 56)
262								
263	SUMITOMO MITSUI FINANCIAL	8/22/2007	7/30/2009	510	2,223.54	3,927.87		(1,704 33)
264	SUMITOMO MITSUI FINANCIAL	8/30/2007	7/30/2009	290	1,264.37	2,267.77		(1,003 40)
265								
266	SUPERVALUE INC	6/5/2006	7/30/2009	34	502.20	0.00		502.20
267	SUPERVALUE INC	10/11/2007	7/30/2009	90	1,329 35	3,239.73		(1,910.38)
268								
269	TELENORTE LESTE PARTICI	7/11/2007	7/30/2009	50	769.01	0.00		769.01
270								
271	TELECOM ITALIA S P A NEW	10/9/2003	7/30/2009	135	2,066.93	3,412.18		(1,345 25)
272	TELECOM ITALIA S P A NEW	9/6/2006	7/30/2009	180	2,755.90	5,142.26		(2,386.36)
273	TELECOM ITALIA S P A NEW	2/7/2007	7/30/2009	95	1,454.51	2,865.99		(1,411.48)
274								
275	TELEFONICA SA SPONSORED	7/18/2000	7/30/2009	20	1,504.74	832.20		672.54
276	TELEFONICA SA SPONSORED	1/4/2001	7/30/2009	1	75.24	51.95		23.29
277	TELEFONICA SA SPONSORED	3/5/2001	7/30/2009	1	75.24	50.51		24.73
278	TELEFONICA SA SPONSORED	3/5/2002	7/30/2009	1	75.24	36.02		39.22
279	TELEFONICA SA SPONSORED	5/7/2002	7/30/2009	1	75.24	28.95		46.29
280	TELEFONICA SA SPONSORED	3/6/2003	7/30/2009	1	75.24	1.33		73.91
281	TELEFONICA SA SPONSORED	5/12/2003	7/30/2009	1	75.24	(0.83)		76.07
282	TELEFONICA SA SPONSORED	7/7/2005	7/30/2009	2	150.48	0.00		150.48
283								
284	TELEFONOS DE MEXICO SA	8/11/2000	7/30/2009	30	478.81	3,198.53		(2,719.72)
285	TELEFONOS DE MEXICO SA	12/14/2000	7/30/2009	60	957.60	1,420.00		(462 40)
286								
287	TELEMIG CELULAR PARTICIP	5/20/2008	7/30/2009	1	60.50	0.00		60.50
288								

	A	B	C	D	E	F	G	H
289	TELMES INTO SAB DE CV CO	6/11/2008	7/30/2009	90	1,154.72	0.00		1,154.72
290								
291	TENET HEALTHCARE CORP	2/26/2004	7/30/2009	230	975.40	3,916.65		(2,941 25)
292	TENET HEALTHCARE CORP	3/31/2004	7/30/2009	140	593.72	1,577.80		(984.08)
293								
294	TIM PARTICIPACOES S A SPO	10/11/2004	7/30/2009	3	67.38	0.00		67.38
295	TIM PARTICIPACOES S A SPO	7/9/2008	7/30/2009	5	112.29	0.00		112.29
296								
297	TEXAS INSTRUMENTS INC	9/29/2008	7/30/2009	70	1,708.72	1,527.72	181.00	
298	TEXAS INSTRUMENTS INC	11/18/2008	7/30/2009	120	2,929.24	1,915.13	1,014.11	
299	TEXAS INSTRUMENTS INC	4/3/2009	7/30/2009	50	1,220.52	829.51	391.01	
300								
301	TOKIO MARINE HOLDINGS IN	12/3/2003	7/30/2009	60	1,745.95	1,357.60		388.35
302	TOKIO MARINE HOLDINGS IN	11/28/2007	7/30/2009	60	1,745.96	2,134.48		(388 52)
303								
304	UNILEVER NV NEW YORK	12/31/2003	7/30/2009	30	815.41	652.41		163.00
305	UNILEVER NV NEW YORK	6/17/2004	7/30/2009	60	1,630.82	1,355.86		274.96
306	UNILEVER NV NEW YORK	8/30/2004	7/30/2009	90	2,446.22	1,793.81		652.41
307								
308	UNISYS CORP	7/21/2000	7/30/2009	200	358.09	2,250.00		(1,891 91)
309								
310	VALERO ENERGY CORP NEW	3/4/2009	7/30/2009	50	897.50	900.00	(2 50)	
311	VALERO ENERGY CORP NEW	5/7/2009	7/30/2009	40	718.00	880.00	(162.00)	
312								
313	VERIZON COMMUNICATIONS	5/25/2000	7/30/2009	10	325.00	518.12		(193 12)
314	VERIZON COMMUNICATIONS	9/26/2000	7/30/2009	10	325.00	425.62		(100 62)
315	VERIZON COMMUNICATIONS	12/31/2003	7/30/2009	40	1,300.00	1,403.20		(103.20)
316	VERIZON COMMUNICATIONS	5/25/2005	7/30/2009	50	1,625.01	1,767.50		(142 49)
317								
318	VIVO PARTICIPACOES S A SP	1/18/2005	7/30/2009	1.647	36.93	25.00		11.93
319	VIVO PARTICIPACOES S A SP	4/5/2006	7/30/2009	0.706	15.83	0.00		15.83
320	VIVO PARTICIPACOES S A SP	4/5/2006	7/30/2009	4.941	110.77	0.00		110.77
321	VIVO PARTICIPACOES S A SP	7/9/2008	7/30/2009	4.706	105.51	0.00		105.51
322								
323	WELLS FARGO & CO NEW	1/2/2009	7/30/2009	39	980.45	5,282.84	(4302.39)	
324								

	A	B	C	D	E	F	G	H
325	**WYETH COM**	9/5/2007	7/30/2009	50	2,348.99	2,334.62		14.37
326	WYETH COM	9/28/2007	7/30/2009	90	4,228.18	3,992.13		236.05
327								
328	XEROX CORP	12/13/2000	7/30/2009	170	1,423.03	956.25		466.78
329	XEROX CORP	7/29/2005	7/30/2009	120	1,004.49	1,581.60		-577.11
330								
331	CITIGROUP INC	7/30/2009	7/31/2009	504	1,542.25	0.00	1,542.25	
332								
333	TOTALS:				269,989.16	440,329.12	-34,893.97	-135,441.49
334								
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36-4132886
FLORENCE F. LEIFHEIT FOUNDATION
FOR THE YEAR ENDED JULY 31, 2009

FORM 990 PF - PAGE 1	(A) REVENUE EXPENSE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
LINE 16B – ACCOUNTING FEE			
ACCOUNTING & AUDIT	$ 9000	$ 1000	$ 1000
LINE 18 – TAXES			
FOREIGN TAX WITHOLDING	$ 548	$ 548	$ 548
LINE 23 – OTHER EXPENSES			
FILING FEE	$ 128	$ 0	$ 0
ASSET MANAGEMENT FEE	6666	6666	0
BANK FEE	110	110	0
MISCELLANEOUS EXPENSE	27	0	0
	$ 6931	$ 6776	$ 0

36-4132886
FLORENCE F. LEIFHEIT FOUNDATION
FOR THE YEAR ENDED JULY 31, 2009

FORM 990 PF - PAGE 2 LINE 10B INVESTMENTS	(A) BEGINNING OF YEAR BOOK VALUE	(B) END OF YEAR BOOK VALUE	(C) END OF YEAR FAIR MARKET VALUE
MSDW– FINANCIAL SERVICE CLA	$ 158461	$ 0	$ 0
MSDW - INTERNATIONAL	201370	0	0
NEUBERGER BERMAN	31326	0	0
MARISCO 21ST	25398	0	0
RANIER INVEST	30135	0	0
WATERHOUSE	400881	9729	4838
WATERHOUSE	77740	0	0
MAIRS & POWER	30024	0	0
FIRST EAGLE GLOBAL	30000	0	0
CGM FOCUS FUND	61002	0	0
	$1046337	$ 9729	$ 4838

PAGE 2 LINE 10C INVESTMENTS	(A) BEGINNING OF YEAR BOOK VALUE	(B) END OF YEAR BOOK VALUE	(C) END OF YEAR FAIR MARKET VALUE
MSDW-FHLMC	$ 74883	$ 0	$ 0

Form **8868**
(Rev April 2008)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ *File a separate application for each return.*

OMB No 1545-1709

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

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

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

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

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

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization FLORENCE F. LEIFHEIT FOUNDATION	**Employer identification number** 36 4132886
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. C/O WILLIAM PILLMAN, 1921 W. ALTORFER DR.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PEORIA, IL 61615	

Check type of return to be filed (file a separate application for each return):

☐ Form 990	☐ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec. 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☑ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ▶ WILLIAM R. PILLMAN, CPA

Telephone No. ▶ (309) 713-2812 FAX No. ▶ (309) 713-2961

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until MARCH 15 , 20 10 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☐ calendar year 20____ or
▶ ☑ tax year beginning AUGUST 1 , 20 08 , and ending JULY 31 , 20 09 .

2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 0
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 3348
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . ▶ ☐

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. You must file original and one copy.

Type or print	Name of Exempt Organization		**Employer identification number**
File by the extended due date for filing the return See instructions	Number, street, and room or suite no If a P.O. box, see instructions.		For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		

Check type of return to be filed (File a separate application for each return):

☐ Form 990 ☐ Form 990-PF ☐ Form 1041-A ☐ Form 6069
☐ Form 990-BL ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 4720 ☐ Form 8870
☐ Form 990-EZ ☐ Form 990-T (trust other than above) ☐ Form 5227

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ ____________
  Telephone No. ▶ ( ) ____________ FAX No. ▶ ( ) ____________
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box. . . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until ____________, 20____.

5 For calendar year ______, or other tax year beginning ____________, 20____, and ending ____________, 20____.

6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ____________

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ Date ▶