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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2009**Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , 2009, and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation N. R. Leavitt Foundation		A Employer identification number 22-6034106
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite P.O. Box 4470		B Telephone number (see the instructions) (908) 753-2440
	City or town State ZIP code Warren NJ 07059-0470		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 ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 5,496,649.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 (att sch)				
	2 Ck ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	165,316.	165,316.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	165,316.	165,316.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	1,200.			1,200.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	7,500.			7,500.
	b Accounting fees (attach sch) L-16b Stmt	500.	500.		
	c Other prof fees (attach sch) L-16c Stmt	0.			
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Line 18 Stmt	2,012.	347.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	Miscellaneous	367.			367.
	24 Total operating and administrative expenses. Add lines 13 through 23	11,579.	847.		9,067.
25 Contributions, gifts, grants paid	285,000.			285,000.	
26 Total expenses and disbursements. Add lines 24 and 25	296,579.	847.		294,067.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-131,263.				
b Net investment income (if negative, enter -0-)		164,469.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	3,101.	5,428.	5,428.
	2 Savings and temporary cash investments	787,900.	293,941.	293,941.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	4,000.		
	10a Investments — U.S. and state government obligations (attach schedule) L-10a Stmt	299,895.	599,597.	567,959.
	b Investments — corporate stock (attach schedule) L-10b Stmt	1,669,307.	1,721,303.	2,144,839.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	834,953.	365,404.	363,093.
LIABILITIES	11 Investments — land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13 Stmt	1,685,435.	2,165,195.	2,118,489.
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe L-15 Stmt)	1.	2,900.	2,900.
	16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	5,284,592.	5,153,768.	5,496,649.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe L-22 Stmt)	1,186.	1,645.	
	23 Total liabilities (add lines 17 through 22)	1,186.	1,645.	
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	2,237,232.	2,237,232.	
	28 Paid-in or capital surplus, or land, building, and equipment fund	3,943,935.	3,943,915.	
	29 Retained earnings, accumulated income, endowment, or other funds	-897,761.	-1,029,024.	
	30 Total net assets or fund balances (see the instructions)	5,283,406.	5,152,123.	
	31 Total liabilities and net assets/fund balances (see the instructions)	5,284,592.	5,153,768.	

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	5,283,406.
2 Enter amount from Part I, line 27a	2	-131,263.
3 Other increases not included in line 2 (itemize) Rounding	3	
4 Add lines 1, 2, and 3	4	5,152,143.
5 Decreases not included in line 2 (itemize) Rounding	5	20.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	5,152,123.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	100K FPL GP	P	12/16/99	06/01/09
b	100K Goldman Sachs Gp Ntes 7.35%	P	12/16/99	10/01/09
c	690sh Ingersoll Rand	P	06/06/08	12/16/09
d	11247.1 sh Am Fd High Inc. CL A	P	12/17/02	12/17/09
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 100,000.		100,005.	-5.
b 100,000.		99,545.	455.
c 24,860.		30,012.	-5,152.
d 118,657.		115,656.	3,001.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-5.
b			455.
c			-5,152.
d			3,001.
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	-1,701.
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 the instructions). If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	369,024.	6,396,216.	0.057694
2007	393,736.	7,308,297.	0.053875
2006	365,027.	6,826,272.	0.053474
2005	328,186.	6,504,609.	0.050454
2004	328,133.	6,408,685.	0.051201

2 Total of line 1, column (d)	2	0.266698
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	0.053340
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,205,312.
5 Multiply line 4 by line 3	5	277,651.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,645.
7 Add lines 5 and 6	7	279,296.
8 Enter qualifying distributions from Part XII, line 4	8	294,067.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,645.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,645.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,645.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	2,900.	
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	2,900.	
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	1,255.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☐ Refunded ☐	11	1,255.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
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?		X
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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) NJ – New Jersey		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X
Website address <u>N/A</u>				
14	The books are in care of <u>Thomas H. Campbell</u> Telephone no. <u>(703) 273-4230</u>			
Located at <u>4355 Hackney Coach La., Fairfax, VA</u> ZIP + 4 <u>22030</u>				
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 <u>15</u>				

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
1 a 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 the instructions)? ☐	1 b	X
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 2009? ☐	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No		
If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
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 the instructions.) ☐	2 b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__</u>		
3 a 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 2009 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 2009.) ☐	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? ☐	4 b	X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

5b

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

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

6b

X

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

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

7b

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Richard English P.O. Box 4470, Warren NJ 07059	President 0.00	300.	0.	0.
William V. Engel P.O. Box 4470, Warren NJ 07059	Vice-President 2.00	300.	0.	0.
Martin B. O'Connor, II P.O. Box 4470, Warren NJ 07059	Secretary 0.00	300.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		300.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

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

None

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

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

Total number of others receiving over \$50,000 for professional services None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
	0.
2	
3	
4 None	
	0.

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
	0.
2 None	
	0.
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3 None

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	5,281,502.
b Average of monthly cash balances	1b	3,079.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	5,284,581.
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	5,284,581.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	79,269.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,205,312.
6 Minimum investment return. Enter 5% of line 5	6	260,266.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	260,266.
2a Tax on investment income for 2009 from Part VI, line 5	2a	1,645.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,645.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	258,621.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	258,621.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	258,621.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	294,067.
b Program-related investments — total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	294,067.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,645.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	292,422.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				258,621.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	17,532.			
b From 2005	12,886.			
c From 2006	31,717.			
d From 2007	38,935.			
e From 2008	50,394.			
f Total of lines 3a through e	151,464.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 294,067.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2009 distributable amount				258,621.
e Remaining amount distributed out of corpus	35,446.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	186,910.			
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				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	17,532.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	169,378.			
10 Analysis of line 9:				
a Excess from 2005	12,886.			
b Excess from 2006	31,717.			
c Excess from 2007	38,935.			
d Excess from 2008	50,394.			
e Excess from 2009	35,446.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test — enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year — see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

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

NONE

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

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

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

William V. Engel
P.O. Box 4470
Warren NJ 07059-0470 (908) 753-2440

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

See Attached Schedule

c Any submission deadlines:

See Attached Schedule

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

See Attached Schedule

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				
Benedictine Academy 840 N. Broad Street Elizabeth NJ 07208	None	509 (a) (1)	General Charitable	28,500.
Trinitas Health Fdn. P.O. Box 259 Elizabeth NJ 07207	None	509 (a) (2)	General Charitable	42,750.
Immaculate Conception Church 425 Union Avenue Elizabeth NJ 07208	None	509 (a) (1)	General Charitable	28,500.
Jewish Educational Center 330 Elmora Avenue Elizabeth NJ 07208	None	509 (a) (1)	General Charitable	99,750.
Pingry School P.O. Box 366 Martinsville NJ 08836	None	509 (a) (1)	General Charitable	28,500.
YM-YWHA of Union County 501 Green Lane Union NJ 07083	None	509 (a) (2)	General Charitable	57,000.
Total			3a	285,000.
b Approved for future payment				
Total			3b	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Federal Excise Tax	1,665.			
Foreign Tax	347.	347.		
Total	2,012.	347.		

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ Lawrence B. Diener P.O. Box 4470, Warren NJ 07059	Treasurer 0.00	300.	0.	0.
Person ☒ Business ☐ R. Sean Devlin P.O. Box 4470, Warren NJ 07059	Asst. Treasurer 0.00	0.	0.	0.

Total

300. 0. 0.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Engel & Devlin, P.C	Legal & Managerial	6,000.			6,000.
Thomas H. Campbell	Bookkeeping	1,500.			1,500.
Total		7,500.			7,500.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Thomas H. Campbell	Bookkeeping and Tax Pre	500.	500.		
Total		500.	500.		

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PaineWebber	Custodial Fee	0.			
Total		<u>0.</u>			

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
See Attached Schedule			599,597.	567,959.
Total			<u>599,597.</u>	<u>567,959.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See Attached Schedule-Common Stock	1,721,303.	2,144,839.
Total		<u>1,721,303.</u> <u>2,144,839.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
See Attached Schedule	365,404.	363,093.
Total		<u>365,404.</u> <u>363,093.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Mutual Funds (See Attached List)	1,695,195.	1,634,233.
Accrued Bond Interest	0.	0.
CDs	470,000.	484,256.

Form 990-PF, Page 2, Part II, Line 13

Continued

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Total	<u>2,165,195.</u>	<u>2,118,489.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
Prepaid Federal Tax	0.	2,900.	2,900.
Rounding	1.	0.	0.
Total	<u>1.</u>	<u>2,900.</u>	<u>2,900.</u>

Form 990-PF, Page 2, Part II, Line 22

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
Federal Tax Payable	1,186.	1,645.
Rounding	0.	
Total	<u>1,186.</u>	<u>1,645.</u>

Supporting Statement of:

Form 990-PF, p1/Line 18(a)-2

Description	Amount
Foreign Tax	300.
Foreign Fees	47.
Total	<u>347.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(a)

Description	Amount
Money Market	187,900.
Select Income Fund	600,000.
Total	<u>787,900.</u>

Supporting Statement of:

Form 990-PF, p2/Line 28(a)

Description	Amount
Prior Balance	3,825,011.
Current Year	118,924.
Total	<u>3,943,935.</u>

Supporting Statement of:

Form 990-PF, p2/Line 29(a)

Description	Amount
Prior Balance	-810,702.
Current Year	-87,059.
Total	<u>-897,761.</u>

Supporting Statement of:

Form 990-PF, p2/Line 28(b)

Description	Amount
Prior Year	3,943,935.
Current Year	-20.
Total	<u>3,943,915.</u>

Supporting Statement of:

Form 990-PF, p2/Line 29(b)

Description	Amount
Prior Year	-897,761.
Current Year	-131,263.
Total	<u>-1,029,024.</u>

N. R. Leavitt Foundation

Investments

As of December 31, 2009

	<u>Book Value</u>	<u>Fair Market Value</u>
ASSETS		
CDs		
200K GE Mny Bk CD .6% 12/31/10	200,000.00	200,000.00
90K GE Capital 4.15% 12/12	90,000.00	93,718.80
90K GoldmanSachs 4.6% 12/13	90,000.00	95,018.40
90K Amex Bank 4.75% 12/13	90,000.00	95,518.80
Total CDs	470,000.00	484,256.00
Government Obligations		
\$100K FHLMC 5.125% 07/15/12	100,231.43	108,625.00
200K USTIPN 2.0% 01/15/14	199,663.25	247,438.00
300K USTB 7/01/10	299,701.92	211,896.00
Total Government Obligations	599,596.60	567,959.00
Corporate Bonds		
\$150K BellSouth 7.75% 02/15/10	159,439.50	151,197.00
\$200K M. Stan.DW 6.75% 04/15/11	205,964.50	211,896.00
Total Corporate Bonds	365,404.00	363,093.00
Corporate Stocks		
Aetna-1,500	65,166.01	47,550.00
Bank of America-21,500	310,577.28	323,790.00
Berkshire Hathaway Cl B-15	35,630.58	49,290.00
Canadian Nat Resources-1,000	53,376.70	71,950.00
ChevronTexaco Corp.-1,200	46,267.12	92,388.00
Cisco Systems-1,500	79,039.56	35,910.00
CVS Corp-2,500	81,047.71	80,525.00
Exxon Mobil Corp.-1,500	36,207.29	102,285.00
FPL Group, Inc.-3,000	57,594.19	158,460.00
General Dynamics-1,000	39,276.50	68,170.00
General Electric-1,000	37,735.38	15,130.00
General Mills-1,200	23,815.33	84,972.00
Johnson & Johnson-1,500	90,179.25	96,615.00
Lowes-1,000	24,017.44	23,390.00
Medtronic, Inc.-1,500	82,546.34	65,970.00
Merck & Co.-1,500	1,315.19	54,810.00
Microsoft Corp.-2,000	48,123.29	60,960.00
Monsanto-500	41,412.92	40,875.00
Mylan Laboratories-2,250	33,836.41	41,467.50
Pepsico, Inc.-500	25,108.73	30,400.00
Pfizer, Inc.-2,000	46,991.97	36,680.00

N. R. Leavitt Foundation

Investments

As of December 31, 2009

	<u>Book Value</u>	<u>Fair Market Value</u>
Plumb Creek Timber-2,000	57,267.45	75,520.00
Procter & Gamble-1,950	71,153.77	118,228.50
Roche Holding Ltd-2,000	79,490.42	85,030.00
Schlumberger-1,500	53,779.16	97,635.00
Texas Instruments-1,500	74,898.61	39,090.00
Transocean-500	27,929.09	41,400.00
Verizon Communications-2,000	56,924.69	66,260.00
WalMart-750	40,594.54	40,087.50
Total Corporate Stocks	<u>1,721,302.92</u>	<u>2,144,838.50</u>
Mutual Funds		
Alternative Strategies		
Pimco Commodity Fd-10,953.873	147,648.52	89,602.68
Total Alternative Strategies	<u>147,648.52</u>	<u>89,602.68</u>
Balanced		
Am Inc Fd of A-29,515.924	450,210.46	457,201.66
Am Fd Cap Inc Bldr-3,423.734	211,696.86	163,962.62
Total Balanced	<u>661,907.32</u>	<u>621,164.28</u>
Fixed Income Funds		
Am Fd Cap. Wld Bond-5785.320	118,656.91	116,053.51
Total Fixed Income Funds	<u>118,656.91</u>	<u>116,053.51</u>
Equity Funds		
Am Fd Cap World G-17,730.466	558,867.36	604,254.28
Swedish Export Gr-4,700	50,910.07	37,318.00
3,000 iShares MSCI EAFE Index	157,205.06	165,840.00
Total Equity Funds	<u>766,982.49</u>	<u>807,412.28</u>
Total Mutual Funds	<u>1,695,195.24</u>	<u>1,634,232.75</u>

N.R. LEAVITT FOUNDATION

P.O. BOX 4470
WARREN, NEW JERSEY 07059
(908) 753-2440

N.R. LEAVITT FOUNDATION

Guidelines for Grants

- 1.) Grants will be made once a year, in December. All grant applications must be submitted no later than November 15.
- 2.) No grants will be made to individuals; all grantees must be tax-exempt under Section 501(c)(3) of the Internal Revenue Code and qualify as "not a private foundation" under Section 509(a) of the Code.
- 3.) Grants will be given to local organizations in the Elizabeth, New Jersey area. Grants normally will be given only to those six local organizations recommended to the Trustees by the Foundation's donor in his Will.