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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

OMB No 1545-0052

2009

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

, 20

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

LISA & MICHAEL LEFFELL FOUNDATION
C/O M.H. DAVIDSON & CO.

A Employer identification number

31-6633021

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

65 EAST 55TH STREET, 19TH FLOOR

City or town, state, and ZIP code

NEW YORK, NY 10022

B Telephone number (see page 10 of the instructions)

(212) 446-4061

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) \$ 28,464,626.

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)

1 Contributions, gifts, grants, etc., received (attach schedule)

15,100,000.

2 Check ☐ if the foundation is not required to
attach Sch B.

3 Interest on savings and temporary cash investments

229.

229.

ATCH 2

4 Dividends and interest from securities

654,798.

654,798.

ATCH 3

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

1,298,329.

b Gross sales price for all
assets on line 6a 1,414,273.

7 Capital gain net income (from Part IV, line 2)

1,298,329.

8 Net short-term capital gain

1,721,759.

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)

-358,153.

-246,400.

ATCH 4

12 Total. Add lines 1 through 11

16,695,203.

1,706,956.

1,721,759.

13 Compensation of officers, directors, trustees, etc.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

23,200.

11,600.

0.

11,600.

c Other professional fees (attach schedule)

17 Interest. ATTACHMENT 5.

208,192.

208,192.

18 Taxes (attach schedule) (see page 14 of the instructions) *

267,883.

2,883.

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) ATCH 7.

166,296.

164,197.

865.

24 Total operating and administrative expenses.

Add lines 13 through 23

665,571.

386,872.

0.

12,465.

25 Contributions, gifts, grants paid

2,325,253.

2,325,253.

26 Total expenses and disbursements. Add lines 24 and 25

2,990,824.

386,872.

0.

2,337,718.

27 Subtract line 26 from line 12

13,704,379.

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

1,320,084.

c Adjusted net income (if negative, enter -0-)

1,721,759.

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA ** ATCH 6

Form 990-PF (2009)

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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		55,709.	246,130.	246,130.
	2	Savings and temporary cash investments		365,080.	6,522,412.	6,522,412.
	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 16 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				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 8	461,322.	345,492.	280,432.	
	c	Investments - corporate bonds (attach schedule) ATCH 9	10,378.	10,378.	3,825.	
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule) ATCH 10	13,701,197.	21,173,653.	21,411,827.	
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)	14,593,686.	28,298,065.	28,464,626.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	1,189,758.	1,189,758.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	13,403,928.	27,108,307.		
30	Total net assets or fund balances (see page 17 of the instructions)	14,593,686.	28,298,065.			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	14,593,686.	28,298,065.			

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	14,593,686.
2	Enter amount from Part I, line 27a	2	13,704,379.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	28,298,065.
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	28,298,065.

Form 990-PF (2009)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	1,298,329.	
<div style="display: flex; align-items: center;"> <div style="flex: 1;"> <p>If gain, also enter in Part I, line 7</p> <p>If (loss), enter -0- in Part I, line 7</p> </div> <div style="font-size: 2em; margin: 0 10px;">}</div> </div>					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	1,721,759.	
<div style="display: flex; align-items: center;"> <div style="flex: 1;"> <p>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)</p> <p>If (loss), enter -0- in Part I, line 8</p> </div> <div style="font-size: 2em; margin: 0 10px;">}</div> </div>					

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))
2008	956,009.	12,881,816.	0.074214
2007	4,108,046.	10,633,524.	0.386330
2006	1,602,463.	5,685,208.	0.281865
2005	675,297.	1,548,170.	0.436190
2004	841,603.	499,712.	1.684176
2 Total of line 1, column (d)			2.862775
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			0.572555
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			17,550,008.
5 Multiply line 4 by line 3			10,048,345.
6 Enter 1% of net investment income (1% of Part I, line 27b)			13,201.
7 Add lines 5 and 6			10,061,546.
8 Enter qualifying distributions from Part XII, line 4			2,337,718.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	26,402.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	
3 Add lines 1 and 2		3	26,402.
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	26,402.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 5,185.		
b Exempt foreign organizations-tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 45,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	50,185.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	95.
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	23,688.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax 23,688. 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?		X
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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ (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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
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, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NY, _____		
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 on page 27)? 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

Form 990-PF (2009)

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 page 20 of the 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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> MICHAEL LEFFELL Telephone no <input type="checkbox"/> 212-446-4061			
Located at <input type="checkbox"/> 65 EAST 55TH STREET NEW YORK, NY ZIP + 4 <input type="checkbox"/> 10022				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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?	1c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
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	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 <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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?	4b	X

Form 990-PF (2009)

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

5 a 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)? ☐ Yes ☒ No
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)

6 a 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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

7 a 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? ☐ Yes ☒ No

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
ATTACHMENT 11		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 **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 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 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2009)

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	277,195.
b	Average of monthly cash balances	1b	739,956.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	16,800,116.
d	Total (add lines 1a, b, and c)	1d	17,817,267.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,817,267.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	267,259.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,550,008.
6	Minimum investment return. Enter 5% of line 5	6	877,500.

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	877,500.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	26,402.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	26,402.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	851,098.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	851,098.
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	851,098.

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	2,337,718.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,337,718.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,337,718.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				851,098.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07 20 06 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004	817,897.			
b From 2005	599,308.			
c From 2006	1,330,005.			
d From 2007	3,599,145.			
e From 2008	321,573.			
f Total of lines 3a through e	6,667,928.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 2,337,718.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				851,098.
e Remaining amount distributed out of corpus	1,486,620.			
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:	8,154,548.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
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)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	817,897.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	7,336,651.			
10 Analysis of line 9				
a Excess from 2005	599,308.			
b Excess from 2006	1,330,005.			
c Excess from 2007	3,599,145.			
d Excess from 2008	321,573.			
e Excess from 2009	1,486,620.			

Form 990-PF (2009)

Part XIV	Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)	NOT APPLICABLE
-----------------	---	-----------------------

- | | | | | | |
|--|----------|--|----------|-------------------------------------|-----------|
| 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 | | <input type="checkbox"/> 4942(j)(3) or | | <input type="checkbox"/> 4942(j)(5) | |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | Tax year | Prior 3 years | | | (e) Total |
| | (a) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | |
| | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test - enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 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))

MICHAEL LEFFELL

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

- c Any submission deadlines:**

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year SEE ATTACHMENT				2,325,253.
Total. ► 3a				2,325,253.
b Approved for future payment				
Total. ► 3b				

Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	229.	
4	Dividends and interest from securities			14	654,798.	
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	523000	-111,753.			
8	Gain or (loss) from sales of assets other than inventory			18	1,298,329.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a _____					
b	MISCELLANEOUS			14	-246,400.	
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e)		-111,753.		1,706,956.	
13	Total. Add line 12, columns (b), (d), and (e)					1,595,203.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

[illegible]

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



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

[illegible]

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.			
	 Signature of officer or trustee		11-14-10 Date	Trustee Title
Paid Preparer's Use Only	Preparer's signature  Date 11/12/2010		Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See Signature on page 30 of the instructions) P00846377
	Firm's name (or yours if self-employed), address, and ZIP code PRICewaterhouseCOOPERS LLP 300 MADISON AVENUE NEW YORK, NY 10017		EIN 13-4008324 Phone no 646-471-3000	

Form 990-PF (2009)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2009

Name of the organization

LISA & MICHAEL LEFFELL FOUNDATION
C/O M.H. DAVIDSON & CO.

Employer identification number

31-6633021

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

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PAGE 20

Name of organization **LISA & MICHAEL LEFFELL FOUNDATION**
C/O M.H. DAVIDSON & CO.

Employer identification number
31-6633021

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MICHAEL J LEFFELL 65 EAST 55TH STREET, 19TH FL 	\$ 15,100,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Lisa and Michael Leffell Foundation
Contributions
12/31/09

Check#	Date	Payee	Charitable Contributions
1294	1/1/2009	American Friends IDC	\$ 5,000.00
1295	1/13/2009	Clark University	\$ 645,000.00
1296	1/13/2009	Muhlenberg College	\$ 270,000.00
1298	1/13/2009	SSSW	\$ 350,000.00
1299	1/13/2009	UJA	\$ 250,000.00
1300	1/13/2009	Aleh Foundation	\$ 10,000.00
1301	1/13/2009	FIDF	\$ 75,000.00
1302	1/13/2009	Masorti Fdn	\$ 5,000.00
1303	1/21/2009	AIPAC	\$ 75,000.00
1304	1/22/2009	Backyard Sports	\$ 100.00
1305	1/23/2009	Wounded Warrior	\$ 5,000.00
1307	1/26/2009	Scarsdale PBA	\$ 2,500.00
1308	1/26/2009	Westchester Jewish Conference	\$ 5,000.00
1309	2/12/2009	Hadassah	\$ 250.00
1310	2/13/2009	Temple Israel Center	\$ 36,000.00
1312	2/25/2009	FIDF	\$ 750.00
1313	2/25/2009	Columbia Law School	\$ 5,000.00
1314	3/17/2009	World Jewish Congress	\$ 2,250.00
1315	3/19/2009	The Media Line	\$ 10,000.00
1316	3/29/2009	Jewish Comunal Fund	\$ 100,000.00
1317	4/3/2009	Temple Israel Center	\$ 370.00
1318	4/12/2009	TIC OPERA	\$ 1,000.00
1319	4/14/2009	Center For Security Policy	\$ 10,000.00
1320	4/24/2009	Chai Lifeline	\$ 2,500.00
1321	4/24/2009	JCC Midwestchester	\$ 50,000.00
1322	5/1/2009	Foundation Fighting Blindness	\$ 500.00
1328	6/2/2009	Scarsdale PBA	\$ 7,500.00
1329	7/1/2009	Hebrew Inst. Riverdale	\$ 1,000.00
1330	7/1/2009	Reut	\$ 50,000.00
1331	7/1/2009	TIC Dues	\$ 4,802.00
1332	7/1/2009	Yale	\$ 10,000.00
1333	7/17/2009	Temple Israel Center	\$ 10,747.00
1334	7/1/2009	Chabbad	\$ 5,000.00
1335	8/5/2009	American Enterprise Inst	\$ 5,000.00
1336	8/19/2009	Scarsdale PBA	\$ 2,500.00
1337	8/19/2009	Shalva	\$ 500.00
1338	10/1/2009	Reeve Foundation	\$ 500.00
1339	10/5/2009	Manhattan Institute	\$ 10,000.00
1340	10/19/2009	TIC	\$ 360.00
1341	10/19/2009	ISGAP	\$ 5,000.00
1343	11/2/2009	Inst. Jewish Humanties	\$ 467.50
1344	11/2/2009	Mechone Hadar	\$ 50,000.00
1346	11/17/2009	Mayanot	\$ 20,000.00
1348	11/30/2009	JINSA	\$ 1,000.00
1349	11/30/2009	Aleh Foundation	\$ 5,000.00
1350	12/11/2009	ISCAP	\$ 750.00
1351	12/8/2009	Temple Israel Center	\$ 22,041.00
1352	11/30/2009	Greyson Foundation	\$ 1,000.00
1353	11/30/2009	American Israel Educational	\$ 75,000.00
1354	11/30/2009	World Jewish Congress	\$ 5,000.00

1355	12/11/2009	Westchester Jewish Conference	\$	5,000.00
1356	11/30/2009	American Friends of IDC	\$	10,000.00
1358	12/15/2009	Commentary	\$	5,000.00
1359	12/16/2009	The BiPartisan Policy Council	\$	10,000.00
1360	12/16/2009	The Media Line	\$	10,000.00
1361	12/16/2009	The David Project	\$	30,000.00
1362	12/22/2009	Chabbad Lubovitch of Westchester	\$	2,500.00
TOTAL 2009 THROUGH BOA			\$	<u>2,281,887.50</u>
1291	12/17/2008	America Friends of Brothers Aid	\$	5,000.00
1292	12/22/2008	Ramaz	\$	5,000.00
1293	12/31/2008	The David Project	\$	30,000.00
DONATIONS NOT PICKED UP IN 2008			\$	<u>40,000.00</u>
Through Davidson Kempner Capital Management LLC			\$	3,465.00
TOTAL THROUGH K1s			\$	<u>3,465.00</u>
TOTAL GIFTS ON 2009 RETURN			\$	<u>2,325,352.50</u>

STATEMENT A

LISA & MICHAEL LEFFELL FOUNDATION
CAPITAL GAINS/(LOSSES)
12/31/09

Shares	Securities	Date Acquired	Date Sold	Sales Proceeds	Tax Basis	Book Basis	Long-Term Tax G/(L)	Short-term Tax G/(L)	Long-Term Book G/(L)	Short-term Book G/(L)
150	Proshares Ultrashort Real Quantity	11/28/2008	9/10/2010	1,547.46	18,150.00	18,150.00	-	(16,602.54)	-	(16,602.54)
	Through MHD Management Co			120,940.00				120,940.00		120,940.00
	Through DKCM LLC			(69.00)				(69.00)		(69.00)
	Through MHD & Co			1,617,159.00				1,617,159.00		1,617,159.00
	Through MHD Management Co s.1256			120.00				48.00		48.00
	Through MHD & Co s 1256			708.00				283.20		283.20
	TOTAL SHORT TERM			1,740,405.46	18,150.00	18,150.00	-	1,721,758.66	-	1,721,758.66
13	Abovenet Inc	3/22/2007	4/2/2009	572.74	4,225.00	4,225.00	(3,652.26)	-	(3,652.26)	-
3,195	Auxilium Pharmaceuticals Inc	10/4/2007	4/2/2009	80,256.14	71,855.55	71,855.55	8,400.59	-	8,400.59	-
6	WTS Abovenet Inc	Various	4/2/2009	121.99	-	-	121.99	-	121.99	-
150	Proshares Ultrashort Consumer	Various	9/10/2009	6,740.32	21,600.00	21,600.00	(14,859.68)	-	(14,859.68)	-
	PSINET INC 10% 2/15/05	11/3/2003	9/17/2009	21.76	21.76	21.76	-	-	-	-
	PSINET INC 10 5% 12/1/06	11/3/2003	9/17/2009	7.14	7.14	7.14	-	-	-	-
	PSINET INC 11% 8/1/09	11/3/2003	9/8/2009	8.76	8.76	8.76	-	-	-	-
	PSINET INC 11% 8/1/09 Euro	11/3/2003	9/17/2009	2.17	2.17	2.17	-	-	-	-
	PSINET INC 11% 8/1/09 Euro	11/3/2003	6/25/2009	3.60	3.60	3.60	-	-	-	-
	PSINET INC 11% 8/1/09	11/3/2003	4/13/2009	14.52	14.52	14.52	-	-	-	-
	PSINET INC 10% 2/15/05	11/3/2003	9/17/2009	36.24	36.24	36.24	-	-	-	-
	PSINET INC 11 5% 11/1/08	11/3/2003	1/22/2009	7.70	7.70	7.70	-	-	-	-
	PSINET INC 10.5% 12/01/06 Euro	11/3/2003	3/31/2009	11.83	11.83	11.83	-	-	-	-
	Through MHD Management Co			(44,775.00)			(44,775.00)	-	(44,775.00)	-
	Through DKCM LLC			5.00			5.00	-	5.00	-
	Through MHD & Co			(369,167.00)			(369,167.00)	-	(369,167.00)	-
	Through MHD Management Co						72.00	-	72.00	-
	Through MHD Management Co s 1256						424.80	-	424.80	-
	Through MHD & Co s 1256						-	-	-	-
	TOTAL LONG TERM			(326,132.09)	97,794.27	97,794.27	(423,429.56)	-	(423,429.56)	-

TOTAL CAPITAL GAIN/(LOSS):

1,414,273.37	115,944.27	115,944.27	(423,429.56)	1,721,758.66	(423,429.56)	1,721,758.66
Net Gains			1,298,329.10			

LISA & MICHAEL LEFFELL FOUNDATION
HOLDINGS
AS OF DEC. 31, 2009

#SHS	DESCRIPTION	Purchase Date	12/31/09 COST	12/31/09 FMV	Tax Cost
5	ABOVENET INC-WARRANTS EXP 9/8/2010		-	-	-
884	COMDISCO HOLDING CO - common	Various	-	8,840	0
646	COMDISCO HOLDING CO.- common	03/01/04	19,224	6,460	0
632	COMDISCO HOLDING CO - common	07/19/04	7,937	6,320	0
1	COMDISCO HOLDING CO - common		-	10	0
250	DOW CHEMICAL CO	03/15/06	10,989	6,908	10,989
75	FEDEX CORP	11/30/05	7,404	6,259	7,404
45,000	FRACTIONAL SOUTHERN UNION CO	09/08/04	-	-	-
1,000	GLG PARTNERS INC.	06/25/07	11,906	3,220	11,906
200	OVERSEAS SHIPHOLDING GROUP INC	05/16/07	14,674	8,790	14,674
25,617	PARMALAT SPA	08/22/06	88,456	71,779	46,754
6,743	PARMALAT SPA (Euro acct)	12/06/06	28,143	18,903	28,143
100	SHAW GROUP INC	07/12/07	5,075	2,875	5,075
200	SHAW GROUP INC	07/12/07	10,156	5,750	10,156
381	SOUTHERN UNION CO NEW	04/10/00	5,028	8,649	5,028
2	SPECTRASITE INC-WARRANTS EXP 2/10/2010	06/07/00	6,700	552	6,700
500	SPDR GOLD TRUST	11/02/07	39,706	53,655	39,706
100	UNITED PARCEL SERVICE	11/30/05	7,903	5,737	7,903
275	UNITED TECHNOLOGIES CORP	09/21/07	21,950	19,088	21,950
379	COLUMBIA FDS SER TR I VALUE & RESTRUCTURE	05/27/08	22,202	16,217	22,202
666	COLUMBIA FDS SER TR I SELECT SMALL CAP	05/27/08	11,162	9,091	11,162
871	COLUMBIA FDS SER TR I SELECT OPPORTUNITIES	05/27/08	13,361	9,851	13,361
1,132	COLUMBIA FDS SER TR I SELECT LARGE CAP	05/27/08	13,516	11,478	13,516
			345,492	280,432	276,629
BONDS					
25,500	PROGRESS ENERGY INC	01/03/01	10,378	3,825	10,378
10,000	CONSECO INC DUE 2/9/04 8 75%	03/12/02	-	-	0
35,000	ESC COMDISCO				
			10,378	3,825	10,378
TOTAL			355,870	284,257	287,007
BS	Total Securities in USD Acct		267,486	218,717	198,623
BS	Total Securities in EURO Acct		28,143	18,903	28,143
US TRUST	Total Securities		60,241	46,638	60,241
Total			355,870	284,257	287,007

ATTACHMENT 2FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
U.S. TRUST		
JP CLEARING CORP #28037	213.	213.
JP CLEARING CORP #30290	16.	16.
TOTAL	<u>229.</u>	<u>229.</u>

ATTACHMENT 3FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MH DAVIDSON & CO.	566,577.	566,577.
MHD MANAGEMENT CO.	79,766.	79,766.
MMI GROTON, LLC	69.	69.
MMI HARTFORD, LLC	200.	200.
J.P. MORGAN CLEARING CORP. #30290	7,562.	7,562.
DAVIDSON KEMPNER CAPITAL MGMT, LLC	299.	299.
US TRUST INTEREST	46.	46.
US TRUST DIVIDENDS	279.	279.
 TOTAL	<u>654,798.</u>	<u>654,798.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ORDINARY LOSS THROUGH MH DAVIDSON & CO.	-231,918.	-231,918.
ORDINARY LOSS THROUGH MHD MANAGEMENT CO.	-12,398.	-12,398.
ORDINARY LOSS THROUGH DK CAPITAL MGMT	5,586.	5,586.
ORDINARY LOSS THROUGH MMI GROTON, LLC	-48,166.	
ORDINARY LOSS THROUGH MMI HARTFORD, LLC	-58,661.	
RENTAL INCOME THROUGH DKCM LLC	265.	
RENTAL LOSS THROUGH MHD MANAGEMENT CO	-783.	
RENTAL LOSS THROUGH MHD & CO	-4,408.	
S.1231 LOSS THROUGH MHD & CO	-6,641.	-6,641.
S.1231 LOSS THROUGH MHD MANAGEMENT & CO	-900.	-900.
FX DIFFERENTIAL	-129.	-129.
TOTALS	<u>-358,153.</u>	<u>-246,400.</u>

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
THROUGH MHD & CO	208,019.	208,019.
THROUGH MHD & CO	173.	173.
TOTALS	<u>208,192.</u>	<u>208,192.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NYS TAX	60,000.	
TAXES	205,000.	
FTC - JPM	1,617.	1,617.
FTC - MHD CO	1,127.	1,127.
FTC -MHD MANAGEMENT CO	139.	139.
TOTALS	<u>267,883.</u>	<u>2,883.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MHD MGMT - OTHER DEDUCTIONS	48,421.	48,421.	
MH DAVIDSON - OTHER DEDUCTIONS	115,166.	115,116.	
FILING FEE	750.		750.
CUSTODY FEE - JP CLEARING CORP	410.	410.	
NONDEDUCTIBLE EXP - DK CAP MGT	1,184.		
BANK FEES - BOA BROKERAGE	250.	250.	
ADVERTISEMENT	115.		115.
TOTALS	<u>166,296.</u>	<u>164,197.</u>	<u>865.</u>

LISA & MICHAEL LEFFELL FOUNDATION

31-6633021

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ATTACHMENT D	461,322.	345,492.	280,432.
TOTALS	<u>461,322.</u>	<u>345,492.</u>	<u>280,432.</u>

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ATTACHMENT 9</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ATTACHMENT D	10,378.	3,825.
TOTALS	<u>10,378.</u>	<u>3,825.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ATTACHMENT 10</u>	
		<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MH DAVIDSON & CO.	11,156,415.	18,771,355.	19,449,541.
MHD MANAGEMENT CO.	1,784,585.	1,877,961.	1,491,284.
DAVIDSON KEMPNER CAP MGT LLC	405,519.	276,217.	42,774.
MMI GROTON, LLC	151,448.	103,351.	210,367.
MMI HARTFORD, LLC	203,230.	144,769.	217,861.
TOTALS	<u>13,701,197.</u>	<u>21,173,653.</u>	<u>21,411,827.</u>

LISA & MICHAEL LEFFELL FOUNDATION

31-6633021

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MICHAEL LEFFELL C/O MH DAVIDSON & CO. 65 EAST 55TH STREET NEW YORK, NY 10022	5.00	0.	0.	0.
LISA LEFFELL C/O MH DAVIDSON & CO. 65 EAST 55TH STREET NEW YORK, NY 10022	5.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

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

OMB No 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - 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 File by the due date for filing your return. See instructions.	Name of Exempt Organization LISA & MICHAEL LEFFELL FOUNDATION	Employer identification number 31-6633021
	C/O M.H. DAVIDSON & CO.	
	Number, street, and room or suite no. If a P.O. box, see instructions 65 EAST 55TH STREET, 19TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10022	

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

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ► **MICHAEL LEFFELL**

Telephone No ► **212 446-4061**

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 will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ☒ calendar year **2009** or
 ► ☐ tax year beginning _____, _____, and ending _____, _____

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	\$ 50,185.
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	\$ 5,185.
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	\$ 45,000.

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

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

Form **8868** (Rev. 4-2009)

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

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. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization	LISA & MICHAEL LEFFELL FOUNDATION	Employer identification number	31-6633021
	C/O M.H. DAVIDSON & CO.			
	Number, street, and room or suite no. If a P O box, see instructions.	65 EAST 55TH STREET, 19TH FLOOR		For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	NEW YORK, NY 10022		

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

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> 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 **▶ MICHAEL LEFFELL**
Telephone No. **▶ 212 446-4061** 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.

- I request an additional 3-month extension of time until **11/15/2010**.
- For calendar year **2009**, or other tax year beginning **▶**, and ending **▶**.
- If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension **ADDITIONAL TIME IS NECESSARY IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.**

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	\$ 50,185.
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	\$ 50,185.
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	\$ 0.

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 **▶ R. Bartley** P00911409 Title **▶** Date **▶ 08/02/2010**
 PRICEWATERHOUSECOOPERS LLP
 300 MADISON AVENUE
 NEW YORK, NY 10017

Form 8868 (Rev 4-2009)