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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 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
RALPH & ELEANOR LEATHERBY
FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
2081 BUSINESS CENTER DRIVE 205

City or town, state, and ZIP code
IRVINE CA 92612

A Employer identification number
33-0409041

B Telephone number (see page 10 of the instructions)
949-333-8136

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 [X] 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) ▶ $ 1,114,107

J Accounting method [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis)

	Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	6,972	6,972		
	4 Dividends and interest from securities	29,627	29,627		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 STMT 1	-56,424			
	b Gross sales price for all assets on line 6a 974,291				
	7 Capital gain net income (from Part IV, line 2)		741		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) STMT 2	94			
	12 **Total.** Add lines 1 through 11	-19,731	37,340	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	2,950	1,485		1,465
	c Other professional fees (attach schedule) STMT 4	679	679		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	308	273		35
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) STMT 6	35	35		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	3,972	2,472		1,500
	25 Contributions, gifts, grants paid	96,360			96,360
	26 **Total expenses and disbursements.** Add lines 24 and 25	100,332	2,472	0	97,860
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-120,063			
	b **Net investment income** (if negative, enter -0-)		34,868		
	c **Adjusted net income** (if negative, enter -0-)			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			
	2	Savings and temporary cash investments	67,166	58,331	58,331
	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 (att schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule) STMT 7	230,089	138,213	136,690
	b	Investments—corporate stock (attach schedule) SEE STMT 8	570,226	472,386	548,562
	c	Investments—corporate bonds (attach schedule) SEE STMT 9	235,000	251,265	259,370
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) SEE STATEMENT 10	30,000	90,566	109,497
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ SEE STATEMENT 11)		1,657	1,657
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,132,481	1,012,418	1,114,107
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,132,481	1,012,418	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,132,481	1,012,418	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,132,481	1,012,418	

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	1,132,481
2	Enter amount from Part I, line 27a	2	-120,063
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,012,418
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	1,012,418

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				
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	741			741
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				741
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	741
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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	142,739	1,215,605	0.117422
2007	1,790,751	2,096,516	0.854156
2006	1,057,457	3,079,086	0.343432
2005	1,081,159	4,045,926	0.267222
2004	1,498,389	5,246,046	0.285623

2 **Total** of line 1, column (d)	2	1.867855
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	0.373571
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	985,225
5 Multiply line 4 by line 3	5	368,051
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	349
7 Add lines 5 and 6	7	368,400
8 Enter qualifying distributions from Part XII, line 4	8	97,860

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	697
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	697
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	697
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,452		
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	4,452
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	3,755
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 3,755 Refunded ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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)?	1b		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? N/A	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		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?	6	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	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		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 ▶ N/A

14 The books are in care of ▶ JOANN LEATHERBY Telephone no ▶ 949-333-8136

2081 BUSINESS CENTER DR., STE 205

Located at ▶ IRVINE, CA ZIP+4 ▶ 92612

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 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 ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)	N/A	3b		
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?	N/A	4b		

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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)? N/A | 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? N/A ☐ 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? N/A | 7b | |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RUSSELL LEATHERBY 2081 BUSINESS CENTER DRIVE, STE 205	IRVINE CA 92612	SEC-TREA 1.00	0	0	0
JOANN LEATHERBY 2081 BUSINESS CENTER DRIVE, STE 205	IRVINE CA 92612	PRESIDENT 2.00	0	0	0
ELEANOR LEATHERBY 2081 BUSINESS CENTER DRIVE, STE 205	IRVINE CA 92612	DIR AS NEEDE 0.25	0	0	0
KATHRYN GILLIN 2081 BUSINESS CENTER DRIVE, STE 205	IRVINE CA 92612	DIRECTOR 0.25	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			1a	907,185
b	Average of monthly cash balances			1b	92,214
c	Fair market value of all other assets (see page 24 of the instructions)			1c	829
d	**Total** (add lines 1a, b, and c)			1d	1,000,228
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0		
2	Acquisition indebtedness applicable to line 1 assets			2	0
3	Subtract line 2 from line 1d			3	1,000,228
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)			4	15,003
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	985,225
6	**Minimum investment return.** Enter 5% of line 5			6	49,261

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	49,261
2a	Tax on investment income for 2009 from Part VI, line 5	2a	697		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	697
3	Distributable amount before adjustments Subtract line 2c from line 1			3	48,564
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	48,564
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	48,564

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	97,860
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	97,860
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	97,860

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					48,564
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only					
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2009					
a From 2004	1,179,787				
b From 2005	893,561				
c From 2006	906,659				
d From 2007	1,696,997				
e From 2008	142,739				
f **Total** of lines 3a through e		4,819,743			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 97,860					
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)		97,860			
d Applied to 2009 distributable amount					
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))		48,564			48,564
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		4,869,039			
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					0
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)		1,131,223			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		3,737,816			
10 Analysis of line 9					
a Excess from 2005	844,997				
b Excess from 2006	906,659				
c Excess from 2007	1,696,997				
d Excess from 2008	142,739				
e Excess from 2009	97,860				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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 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))

N/A

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

N/A

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT A				96,360
Total			▶ 3a	96,360
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		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	6,972	
4 Dividends and interest from securities			14	29,627	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-56,424	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b NON-DIVIDEND DISTRIBUTION			14	92	
c FEDERAL TAX REFUND			1	2	
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		-19,731	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -19,731

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
N/A	

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Joan Leatherby | 5-3-10 | President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date 04/27/10	Check if self-employed ☐
Preparer's identifying number (see Signature on page 30 of the instructions)	P00243480	
Firm's name (or yours if self-employed), address, and ZIP code	FA, LLP 3100 BRISTOL ST STE 125 COSTA MESA, CA 92626	EIN 81-0591018 Phone no 714-241-0212

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description			How Received					
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
NT - SEE STATEMENT			PURCHASE				
	VARIOUS	VARIOUS	$ 245,084	$ 234,619	$	$	$ 10,465
NT - SEE STATEMENT			PURCHASE				
	VARIOUS	VARIOUS	728,466	796,096			-67,630
TOTAL			$ 973,550	$ 1,030,715	$ 0	$ 0	$ -57,165

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
NON-DIVIDEND DISTRIBUTION	$ 92	$	$
FEDERAL TAX REFUND	2		
TOTAL	$ 94	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEE	$ 2,950	$ 1,485	$	$ 1,465
TOTAL	$ 2,950	$ 1,485	$ 0	$ 1,465

2009 Tax Information Statement

Account Number: 23-87431
Recipient's Tax ID number: 33-0409041

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
LEATHERBY FOUNDATION
2081 BUSINESS CENTER DR. STE. 205
IRVINE, CA 92612-1117

NORTHERN TRUST, NA
P.O. BOX 803878
CHICAGO, IL 60680

2009 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
85 0000	69331C108	PG&E CORP	12/11/2008	01/12/2009	3,260 58	3,133 95	126 63	0 00
130 0000	847560109	SPECTRA ENERGY CORP COM STK	12/11/2008	01/12/2009	2,040 99	2,112.50	-71 51	0 00
45.0000	30161N101	EXELON CORP	01/12/2009	01/14/2009	2,320 99	2,454 30	-133 31	0 00
70.0000	149123101	CATERPILLAR INC	01/12/2009	01/27/2009	2,297.29	3,019.80	-722.51	0 00
40 0000	580135101	MC DONALDS CORP. COMMON STOCK, NO PAR	12/11/2008	02/10/2009	2,298 60	2,472 40	-173 80	0 00
51.0000	941848103	WATERS CORP	01/12/2009	02/10/2009	2,030 62	1,823 25	207 37	0 00
14.0000	941848103	WATERS CORP	01/12/2009	02/11/2009	546.00	500.50	45 50	0 00
25 0000	760975102	RESEARCH IN MOTION LTD	01/12/2009	02/23/2009	947.99	1,183 25	-235 26	0 00
75 0000	001055102	AFLAC INC	01/12/2009	03/16/2009	1,185 97	3,281 25	-2,095 28	0 00
55.0000	774341101	ROCKWELL COLLINS INC COM	01/12/2009	03/16/2009	1,713 09	2,165 90	-452.81	0 00
1097.2000	665162475	MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD	01/12/2009	03/27/2009	10,972 00	12,925 03	-1,953 03	0 00
65.0000	G2552X108	#REORG/COVIDEN LTD PLAN OF REORG TO COVIDEN PLC SEC # 2052566 EFF 6/4/09	01/12/2009	04/03/2009	2,031 24	2,416.70	-385 46	0 00
60 0000	002824100	ABBOTT LABORATORIES	01/12/2009	04/17/2009	2,612 93	3,079.20	-466.27	0 00
35 0000	166764100	CHEVRONTEXACO CORP COM	01/12/2009	04/17/2009	2,318.69	2,525.60	-206 91	0 00
20.0000	166764100	CHEVRONTEXACO CORP COM	01/12/2009	05/14/2009	1,356 08	1,443 20	-87 12	0 00

2009 Tax Information Statement

Account Number: 23-87431
Recipient's Tax ID number: 33-0409041

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
LEATHERBY FOUNDATION
2081 BUSINESS CENTER DR. STE. 205
IRVINE, CA 92612-1117

NORTHERN TRUST, NA
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
5 0000	088606108	BHP LTD SPONSORED ADR	05/14/2009	09/30/2009	330 02	249 08	80 94	0 00
10.0000	126650100	CVS CORP COM STK	08/13/2009	09/30/2009	357.69	348.51	9 18	0.00
5 0000	166764100	CHEVRONTEXACO CORP COM	01/12/2009	09/30/2009	351.34	360.80	-9 46	0.00
10 0000	22160K105	COSTCO WHSL CORP NEW	01/12/2009	09/30/2009	564.61	494 00	70 61	0 00
15 0000	231021106	CUMMINS ENGINE INC	09/02/2009	09/30/2009	672 19	674 92	-2 73	0 00
10 0000	237194105	DARDEN RESTAURANTS INC COM	02/10/2009	09/30/2009	335.42	278 11	57.31	0 00
15 0000	291011104	EMERSON ELECTRIC CO	01/12/2009	09/30/2009	607.13	533 25	73 88	0.00
20 0000	302571104	FPL GROUP INC	VARIOUS	09/30/2009	1,099 80	1,084 70	15 10	0 00
10 0000	38141G104	GOLDMAN SACHS GROUP INC	VARIOUS	09/30/2009	1,846 64	1,296 34	550.30	0 00
5 0000	38259P508	GOOGLE INC CL A	06/03/2009	09/30/2009	2,482.99	2,141 45	341 54	0 00
25 0000	428236103	HEWLETT PACKARD CO COM	01/12/2009	09/30/2009	1,187 09	940 50	246 59	0 00
5 0000	450911102	ITT INDS INC	01/12/2009	09/30/2009	259.18	241.15	18 03	0 00
10 0000	459200101	INTL BUSINESS MACHINES CORP	VARIOUS	09/30/2009	1,191 62	949 60	242.02	0 00
80 0000	46625H100	J P MORGAN CHASE & CO	VARIOUS	09/30/2009	3,526 83	2,522 40	1,004 43	0 00
10 0000	469814107	JACOBS ENGR GROUP INC	01/12/2009	09/30/2009	458 67	510 20	-51 53	0 00
25.0000	478366107	JOHNSON CONTROLS INC	09/10/2009	09/30/2009	641 45	665 59	-24 14	0 00
10.0000	487836108	KELLOGG CO	01/12/2009	09/30/2009	491.46	434.80	56.66	0 00
5.0000	500255104	KOHLS CORP	01/27/2009	09/30/2009	283.43	187 86	95 57	0 00
5 0000	655044105	NOBLE ENERGY INC COM	04/17/2009	09/30/2009	329.58	308 84	20 74	0 00
10.0000	69331C108	PG&E CORP	12/11/2008	09/30/2009	403.74	368 70	35 04	0 00

This is important tax information and is being furnished to you.

2009 Tax Information Statement

Account Number: 23-87431
Recipient's Tax ID number: 33-0409041

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address
LEATHERBY FOUNDATION
2081 BUSINESS CENTER DR. STE. 205
IRVINE, CA 92612-1117

NORTHERN TRUST, NA
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
70 0000	469814107	JACOBS ENGR GROUP INC	01/12/2009	12/08/2009	2,380 33	3,571.40	-1,191 07	0 00
Total Short Term Sales					**245,084.29**	**234,618.58**	**10,465.71**	**0.00**
Long Term 15% Sales								
150 0000	025816109	AMERICAN EXPRESS CO	12/09/2005	01/12/2009	2,878.48	7,689 53	-4,811.05	0 00
125 0000	037833100	APPLE COMPUTER INC	11/21/2006	01/12/2009	11,301.19	11,035.00	266 19	0 00
175 0000	055622104	BP AMOCO P L C SPONSORED ADR	12/09/2005	01/12/2009	8,041 20	11,746.00	-3,704 80	0 00
195.0000	075887109	BECTON DICKINSON & CO	11/06/2006	01/12/2009	13,961.92	13,962.00	-0 08	0 00
155.0000	17275R102	CISCO SYS INC	10/25/1996	01/12/2009	2,579 19	1,033 33	1,545 86	0 00
1218 9700	22544R305	MFO CREDIT SUISSE COMMODITY-RETURN PLUS STRATEGY FD COM CL	06/18/2007	01/12/2009	8,996.00	14,310 69	-5,314 69	0 00
180 0000	235851102	DANAHER CORP	11/19/2001	01/12/2009	9,804.55	5,390.10	4,414 45	0 00
315 0000	254687106	WALT DISNEY CO	08/23/2006	01/12/2009	7,015 01	9,093 08	-2,078 07	0 00
45 0000	30231G102	EXXON MOBIL CORP	10/29/1992	01/12/2009	3,463 18	549.27	2,913 91	0 00
100 0000	354613101	FRANKLIN RESOURCES INC	10/13/2006	01/12/2009	6,188 97	10,641 00	-4,452.03	0 00
190.0000	369604103	GENERAL ELECTRIC CO	11/14/1991	01/12/2009	3,032 38	1,114.21	1,918 17	0 00
100 0000	38141G104	GOLDMAN SACHS GROUP INC	10/13/2003	01/12/2009	8,371 95	8,799 00	-427.05	0 00
160 0000	478160104	JOHNSON & JOHNSON	06/15/2007	01/12/2009	9,443 15	10,028 80	-585 65	0 00
175 0000	58405U102	MEDCO HEALTH SOLUTIONS INC	12/09/2005	01/12/2009	7,272.96	4,900 88	2,372.08	0 00
200.0000	585055106	MEDTRONIC INC	03/08/2002	01/12/2009	6,507.96	9,028 00	-2,520 04	0 00

2009 Tax Information Statement

Account Number: 23-87431
Recipient's Tax ID number: 33-0409041

☐ **Corrected** ☐ **2nd TIN notice**

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LEATHERBY FOUNDATION
2081 BUSINESS CENTER DR. STE. 205
IRVINE, CA 92612-1117

NORTHERN TRUST, NA
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
3554.8700	665162558	MFB NORTHN MULTI-MANAGER INTL EQTY FD FD	02/20/2007	03/25/2009	23,000 00	42,445 14	-19,445 14	0 00
1336 4000	22544R305	MFO CREDIT SUISSE COMMODITY-RETURN PLUS STRATEGY FD COM CL	06/18/2007	03/30/2009	9,408 23	15,689 31	-6,281 08	0 00
109 0000	78463V107	MFC SPDR GOLD TR GOLD SHS		03/31/2009	2.87		2 87	0 00
50.0000	713448108	PEPSICO INC	09/07/1993	04/03/2009	2,620 03	920 14	1,699 89	0 00
85.0000	G1150G111	ACCENTURE LTD BERMUDA CL A	11/21/2006	04/17/2009	2,281 03	2,932 50	-651 47	0 00
109.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		04/30/2009	3 22		3 22	0 00
20.0000	30231G102	EXXON MOBIL CORP	10/29/1992	05/14/2009	1,392.37	244 12	1,148 25	0 00
50 0000	742718109	PROCTER & GAMBLE CO	01/09/2003	05/14/2009	2,553 45	2,133 75	419 70	0 00
80 0000	075887109	BECTON DICKINSON & CO	11/06/2006	05/27/2009	5,376.98	5,728 00	-351 02	0 00
109.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		05/31/2009	3.17		3 17	0 00
1011 5800	665162558	MFB NORTHN MULTI-MANAGER INTL EQTY FD FD	02/20/2007	06/03/2009	7,860 00	12,078 26	-4,218 26	0 00
2310 1000	665162582	MFB NORTHERN EMERGING MARKETS EQUITY FUND	05/09/2006	06/03/2009	20,328 92	24,209.87	-3,880 95	0 00
13090.0200	665162756	MFB NORTHN SHORT INTERMEDIATE US GOVT	01/29/2008	06/03/2009	137,707 00	134,434.48	3,272 52	0 00
115 0000	78463V107	MFC SPDR GOLD TR GOLD SHS		06/30/2009	3 34		3 34	0 00
115 0000	78463V107	MFC SPDR GOLD TR GOLD SHS		07/31/2009	3 35		3 35	0 00
45 0000	742718109	PROCTER & GAMBLE CO	01/09/2003	08/13/2009	2,342 06	1,920 38	421 68	0 00

This is important tax information and is being furnished to you.

2009 Tax Information Statement

Account Number: 23-87431
Recipient's Tax ID number: 33-0409041

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address
LEATHERBY FOUNDATION
2081 BUSINESS CENTER DR. STE. 205
IRVINE, CA 92612-1117

NORTHERN TRUST, NA
P O BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
65 0000	949746101	WELLS FARGO & CO NEW	01/22/1999	09/30/2009	1,835.28	1,196.32	638.96	0 00
90 0000	92343V104	VERIZON COMMUNICATIONS	06/15/2007	10/22/2009	2,621.84	3,864.71	-1,242 87	0 00
115 0000	78463V107	MFC SPDR GOLD TR GOLD SHS		10/31/2009	3 72		3 72	0 00
105 0000	949746101	WELLS FARGO & CO NEW	01/22/1999	11/09/2009	2,897.87	1,932 53	965 34	0 00
115 0000	78463V107	MFC SPDR GOLD TR GOLD SHS		11/30/2009	3 98		3 98	0 00
60 0000	806857108	SCHLUMBERGER LTD ISIN #AN8068571086	12/09/2005	12/15/2009	3,743 30	2,991 60	751 70	0 00
115 0000	78463V107	MFC SPDR GOLD TR GOLD SHS		12/31/2009	4 01		4 01	0 00
Total Long Term 15% Sales					**728,465 89**	**796,096.48**	**-67,630.59**	**0 00**

This is important tax information and is being furnished to you.

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
NORTHERN TRUST FEES	$ 679	$ 679	$	$
TOTAL	$ 679	$ 679	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
STATE TAX	$ 10	$	$	$ 10
FOREIGN TAX	273	273		
CA RRF-1 FEE	25			25
TOTAL	$ 308	$ 273	$ 0	$ 35

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
NT - MISC. INVESTMENT EXPENSE	35	35		
TOTAL	$ 35	$ 35	$ 0	$ 0

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US GOVERNMENT OBLIGATIONS	$ 230,089	$ 138,213	COST	$ 136,690
TOTAL	$ 230,089	$ 138,213		$ 136,690

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
NORTHERN TRUST	$ 570,226	$ 472,386	COST	$ 548,562
TOTAL	$ 570,226	$ 472,386		$ 548,562

Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
NORTHERN TRUST	$ 235,000	$ 251,265	COST	$ 259,370
TOTAL	$ 235,000	$ 251,265		$ 259,370

Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
REAL ESTATE	$	$ 25,486	COST	$ 34,562
COMMODITIES	30,000	65,080	COST	74,935
TOTAL	$ 30,000	$ 90,566		$ 109,497

Statement 11 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
ACCRUED INCOME	$	$ 1,657	$ 1,657
TOTAL	$ 0	$ 1,657	$ 1,657

Ralph & Eleanor Leatherby Family Foundation **FEIN: 33-0409041**
Contributions
12/31/2009

Part XV, Line 3:

Recipient's Name and Address	Relationship	Foundation Status	Purpose of Grant or Contribution	Amount
Pacific Symphony 3631 S. Harbor Blvd Santa Ana, CA 92704-8908	None	Sec. 501(c)(3)	General Support	3,200
South Coast Repertory 655 Town Center Drive Costa Mesa, CA 92626	None	Sec. 501(c)(3)	General Support	1,600
Arts Orange County 3750 S Susan Street, Suite 200 Santa Ana, CA 92704-6964	None	Sec. 501(c)(3)	General Support	2,000
Philharmonic Society 2082 Business Center Drive, Suite 100 Irvine, CA 92612	None	Sec 501(c)(3)	General Support	10,400
Orange County Performing Arts Center 600 Town Center Drive Costa Mesa, CA 92626	None	Sec. 501(c)(3)	General Support	14,160
Orange County Community Foundation 30 Corporate Park Suite 410 Irvine CA 92606	None	Sec. 501(c)(3)	General Support	5,000
Second Harvest Food Bank 426-A West Almond Orange, CA 92866	None	Sec. 501(c)(3)	General Support	10,000
Saddleback Memorial Foundation 24451 Health Center Dr. Laguna Hills, CA 92653	None	Sec. 501(c)(3)	General Support	30,000
Canyon Acres 160 S. Fairmont Blvd Anaheim Hills CA 92808	None	Sec 501(c)(3)	General Support	20,000
Total				96,360

Year Ended: December 31, 2009 33-0409041

RALPH & ELEANOR LEATHERBY
FAMILY FOUNDATION
2081 BUSINESS CENTER DRIVE 205
IRVINE, CA 92612

Treatment of Qualifying Distributions Election

Under IRC Section 4942(h)(2) and Reg. 53.4942(a)-3(d)(2), the nonoperating private foundation elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of:

[ ] Undistributed income from the tax years ending:

Tax Year	Amount

[X] Corpus

/S/ Joann Leatherby

Name Joann Leatherby

Title President