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: THE LEIGHTON-OARE FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address): 1999 MORRIS DRIVE | Room/suite

City or town, state, and ZIP code: NILES, MI 49120

A Employer identification number: 35-6034243

B Telephone number: 269-687-6290

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) ▶$ 19,705,878.

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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	489,735.	489,735.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,742,944.			
	b Gross sales price for all assets on line 6a 8,298,292.				
	7 Capital gain net income (from Part IV, line 2)		4,742,944.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	5,232,679.	5,232,679.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	91,750.	91,750.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	4,522.	4,522.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	85,151.	85,151.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	181,423.	181,423.		0.
	25 Contributions, gifts, grants paid	1,114,400.			1,114,400.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,295,823.	181,423.		1,114,400.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,936,856.			
	b **Net investment income** (if negative, enter -0-)		5,051,256.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	5,976,290.	2,671,619.	2,671,619.
	2 Savings and temporary cash investments			
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 5	0.	765,321.	762,961.
	b Investments - corporate stock STMT 6	6,019,706.	6,688,526.	9,087,921.
	c Investments - corporate bonds STMT 7	249,774.	1,063,435.	1,066,235.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	1,052,010.	6,045,861.	6,117,142.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	13,297,780.	17,234,762.	19,705,878.
Liabilities	17 Accounts payable and accrued expenses		126.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	126.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	13,297,780.	13,297,780.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	3,936,856.	
	30 **Total net assets or fund balances**	13,297,780.	17,234,636.	
	31 **Total liabilities and net assets/fund balances**	13,297,780.	17,234,762.	

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	13,297,780.
2	Enter amount from Part I, line 27a	2	3,936,856.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	17,234,636.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,234,636.

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	CHARLES SCHWAB #8130-5394 - SEE ATTACHED			
b	STATEMENT	P	VARIOUS	VARIOUS
c	CHARLES SCHWAB #8130-5394 - SEE ATTACHED			
d	STATEMENT	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			

	(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	434,823.		474,616.	-39,793.
c				
d	7,856,062.		3,080,732.	4,775,330.
e	7,407.			7,407.

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				
b				-39,793.
c				
d				4,775,330.
e				7,407.

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 — 4,742,944.

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) If (loss), enter -0- in Part I, line 8 — 3 — N/A

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 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	1,483,594.	22,809,220.	.065044
2007	1,232,500.	26,296,310.	.046870
2006	1,607,250.	24,331,893.	.066055
2005	1,027,400.	22,854,988.	.044953
2004	971,899.	23,046,271.	.042172

2	**Total** of line 1, column (d)	2	.265094
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	.053019
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	19,269,835.
5	Multiply line 4 by line 3	5	1,021,667.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	50,513.
7	Add lines 5 and 6	7	1,072,180.
8	Enter qualifying distributions from Part XII, line 4	8	1,114,400.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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	50,513.
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	50,513.
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	50,513.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 70,341.		
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	70,341.
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	19,828.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	19,828. **Refunded** ▶	11	0.

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 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?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities.			
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?	5		X
If "Yes," attach the statement required by General Instruction T.			
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?	7	X	
If "Yes," complete Part II, col. (c), and Part XV.			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN,MI			
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)? *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)*

		Line	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 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 ▶ NANCY BUTLER Telephone no ▶269-687-6290

Located at ▶1999 MORRIS DRIVE, NILES, MI ZIP+4 ▶49120

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 | N/A

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.

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
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 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 ▶ ____, ____, ____, ____			
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?	4b		X

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)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 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** No: 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.

(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
SEE STATEMENT 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
LOWE, BROCKENBROUGH & CO - 1802 BAYBERRY COURT, SUITE 400, RICHMOND, VA 23226	INVESTMENT ADVICE	85,144.
Total number of others receiving over $50,000 for professional services ▶		0

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

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 instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	15,212,726.
b	Average of monthly cash balances		1b	4,350,558.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	19,563,284.
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	19,563,284.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	293,449.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	19,269,835.
6	**Minimum investment return.** Enter 5% of line 5		6	963,492.

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

1	Minimum investment return from Part X, line 6		1	963,492.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 50,513.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	50,513.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	912,979.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	912,979.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	912,979.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,114,400.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,114,400.
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	5	50,513.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,063,887.

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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				912,979.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006 595,347.				
d From 2007 1,232,500.				
e From 2008 425,417.				
f Total of lines 3a through e	2,253,264.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 1,114,400.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				912,979.
e Remaining amount distributed out of corpus	201,421.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below.**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,454,685.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	2,454,685.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006 595,347.				
c Excess from 2007 1,232,500.				
d Excess from 2008 425,417.				
e Excess from 2009 201,421.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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					
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 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))

NONE

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

NONE

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

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

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

SEE STATEMENT 10

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

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 ATTACHED				1,114,400.
Total			▶ 3a	1,114,400.
b Approved for future payment				
SEE STATEMENT ATTACHED				5,112,750.
Total			▶ 3b	5,112,750.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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					
4 Dividends and interest from securities			14	489,735.	
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	4,742,944.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		5,232,679.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 5,232,679.

(See worksheet in line 13 instructions 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)
	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

▶ Adrienne Oare Brown | 9-15-10 ▶ Manager

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶	Jeffrey B Dorn CPA	Date 9/12/10	Check if self-employed ▶ ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code ▶	PLANTE & MORAN, PLLC 511 RENAISSANCE DR., SUITE 120 ST. JOSEPH, MI 49085		EIN ▶	
			Phone no	(269) 982-8000

Form **990-PF** (2009)

923622
02-02-10

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB DIVIDENDS	497,142.	7,407.	489,735.
TOTAL TO FM 990-PF, PART I, LN 4	497,142.	7,407.	489,735.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	91,750.	91,750.		0.
TO FORM 990-PF, PG 1, LN 16B	91,750.	91,750.		0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	4,522.	4,522.		0.
TO FORM 990-PF, PG 1, LN 18	4,522.	4,522.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT ADVISORY FEES	85,144.	85,144.		0.
OFFICE EXPENSES	7.	7.		0.
TO FORM 990-PF, PG 1, LN 23	85,151.	85,151.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FEDERAL HOM LN BKS	X		108,300.	107,781.
FEDERAL HOME LN MTG CORP	X		109,403.	107,938.
FEDERAL NATL MTG ASSN	X		148,056.	147,963.
FEDERAL NATL MTG ASSN	X		110,973.	111,344.
UNITED STATES TREAS NTS	X		183,799.	183,122.
UNITED STATES TREAS NTS	X		104,790.	104,813.
TOTAL U.S. GOVERNMENT OBLIGATIONS			765,321.	762,961.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			765,321.	762,961.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALLSTATE CORP	0.	0.
BP PLC	217,516.	869,550.
BRISTOL MYERS SQUIBB	307,234.	505,000.
CHEVRONTEXACO CORP	298,240.	1,021,657.
COLGATE PALMOLIVE	0.	0.
EXXON CORP	0.	0.
FIFTH THIRD BANCORP	0.	0.
GENERAL ELECTRIC	0.	0.
ELI LILLY	0.	0.
MERCK & CO INC	0.	0.
ROYAL DUTCH PETROLEUM	0.	0.
VERIZON COMMUNICATIONS	0.	0.
WELLS FARGO	0.	0.
AT&T INC	87,948.	390,178.
JPMORGAN CHASE	121,519.	420,450.
TEVA PHARMACEUTICAL	297,737.	369,103.
ITT CORP	306,661.	257,653.
UNITED TECHNOLOGIES CORP	295,379.	277,640.
CISCO SYS INC	297,795.	289,913.
INTERNATIONAL BUSINESS MACHS COM	38,004.	170,170.
MICROSOFT CORP COM	338,527.	316,992.
ORACLE CORP COM	222,996.	267,868.
QUALCOMM INC COM	369,336.	409,864.
COMCAST	109,917.	119,706.
HOME DEPOT INC	219,180.	231,440.
MCDONALDS CORP COM	61,648.	62,440.

VIACOM INC	87,729.	89,190.
YUM BRANDS INC COM	121,763.	118,898.
KIMBERLY CLARK CORP COM	179,409.	178,388.
WALMART STORES INC COM	252,154.	245,870.
APACHE CORP COM	118,589.	123,804.
AFLAC INC COM	118,976.	120,250.
AMERIPRISE FINL INC COM	68,479.	69,876.
FRANKLIN RES INC COM	77,789.	79,013.
GOLDMAN SACHS GROUP INC COM	156,083.	143,514.
HUDSON CITY BANCORP COM	153,338.	156,522.
PRUDENTIAL FINL INC COM	59,203.	59,712.
STATE STR CORP COM	136,860.	143,682.
TRAVELERS COMPANIES INC COM	140,030.	134,622.
AMERSOURCEBERGEN CORP COM	108,858.	130,350.
ABBOTT LABS COM	67,024.	70,187.
EXPRESS SCRIPTS INC COM	178,841.	181,482.
GILEAD SCIENCES INC COM	162,195.	151,445.
GENERAL DYNAMICS CORP COM	162,230.	162,245.
NORFOLK SOUTHERN CORP COM	68,516.	68,146.
EMC CORP MASS COM	114,845.	110,061.
GOOGLE INC COM	87,626.	92,997.
INTEL CORP COM	134,704.	134,640.
SYMANTEC CORP COM	117,594.	119,863.
PRAXAIR INC COM	122,566.	120,465.
PUBLIC SVC ENTERPRISE GROUP COM	103,488.	103,075.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,688,526.	9,087,921.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS	249,774.	264,795.
AMGEN INC	55,458.	54,638.
CONOCOPHILLIPS	54,224.	53,577.
CONSOLIDATED EDISON CO	55,230.	54,425.
DUPONT	56,116.	55,232.
GENERAL ELECTRIC CO	53,516.	52,898.
GENERAL MLS INC	55,029.	54,073.
GLAXOSMITHKLINE CAP INC	55,278.	53,930.
JPMORGAN CHASE	53,191.	52,743.
MEDTRONIC	54,811.	53,978.
METLIFE INC	54,146.	53,751.
MORGAN STANLEY	53,279.	52,700.
NORTHERN TR CORP	54,474.	53,281.
PEPSICO INC	54,219.	53,408.
VIRGINIA ELEC & PWR CO	52,311.	50,972.
WELLS FARGO BK NATL ASSN	52,379.	51,834.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,063,435.	1,066,235.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VANGUARD SPECIALIZED PORTFOLIO	COST	399,193.	398,310.
SELECTED AMERN SHS INC CL D	COST	250,000.	250,944.
PRICE T ROWE GROWTH STK FD INC COM	COST	200,000.	200,242.
RAINIER FDS LCAP EQT PORT	COST	250,000.	257,489.
WASATCH FDS INC 1ST INCM EQTY	COST	200,000.	199,528.
WESTPORT FDS	COST	391,000.	392,898.
ROYCE FD PENN MUT INV	COST	250,000.	264,210.
ISHARES TR INDEX MSCI EMERG MKT	COST	203,159.	207,500.
ISHARES TR INDEX MSCI EAFE IDX	COST	442,852.	442,240.
EUROPACIFIC GROWTH FD	COST	650,000.	648,296.
ARTISAN FDS INC INTL FD	COST	400,000.	401,360.
HARBOR FD INTL FD	COST	650,000.	657,564.
EATON VANC SER TR II TAX MG	COST	450,000.	452,616.
VANGUARD FIXED INCOME SECS FD STRM INVGRA AD	COST	250,000.	249,480.
VANGUARD FIXED INCOME SECS FD GNMA ADM	COST	859,657.	894,490.
TEMPLETON INCOME TR GLB BD ADVSOR	COST	200,000.	199,975.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,045,861.	6,117,142.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
NANCY O. BUTLER 1999 MORRIS DRIVE NILES, MI 49120	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
ERNEST M. OARE 1999 MORRIS DRIVE NILES, MI 49120	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
CAROL F. OARE 1999 MORRIS DRIVE NILES, MI 49120	SECRETARY/DIRECTOR 0.00	0.	0.	0.
KEVIN J. BUTLER 1999 MORRIS DRIVE NILES, MI 49120	TREASURER/DIRECTOR 0.00	0.	0.	0.
JOSEPH E. KERNAN 1999 MORRIS DRIVE NILES, MI 49120	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 10
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

NANCY O. BUTLER
1999 MORRIS DRIVE
NILES, MI 49120

TELEPHONE NUMBER

269-687-6290

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE WRITTEN AND INCLUDE INFORMATION WHICH SUPPORTS THAT THE REQUESTING ORGANIZATION IS OF AN EDUCATIONAL, SCIENTIFIC, LITERARY, RELIGIOUS OR CHARITABLE NATURE.

ANY SUBMISSION DEADLINES

THE APPLICATION SHOULD BE FILED SO AS TO ALLOW REASONABLE TIME TO ACT ON APPLICATION.

RESTRICTIONS AND LIMITATIONS ON AWARDS

APPLICATIONS WILL BE CONSIDERED FOR ORGANIZATIONS OPERATED EXCLUSIVELY FOR ONE OR MORE OF THE FOLLOWING PURPOSES: EDUCATIONAL; SCIENTIFIC; LITERARY; RELIGIOUS; OR CHARITABLE. AT PRESENT, NO SCHOLARSHIPS OR GRANTS ARE GIVEN TO ANY INDIVIDUAL PERSON(S).

Leighton-Oare Foundation

REALIZED GAINS AND LOSSES

Master Group for 25012

From 01-01-09 Through 12-31-09

							GAIN OR LOSS	
OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	PROCEEDS	SHORT TERM	LONG TERM
04-18-95	04-28-09	4,784.7000	FIFTH THIRD BANCORP COM	76,748 84		17,604 82		-59,144.02
12-06-93	04-28-09	179.0800	FIFTH THIRD BANCORP COM	2,810 87		658 91		-2,151 96
12-06-93	04-28-09	9,916.2200	FIFTH THIRD BANCORP COM	155,260.87		36,485.73		-118,775.14
03-07-89	04-28-09	2,248.7600	FIFTH THIRD BANCORP COM	20,965 02		8,274 09		-12,690.93
08-12-88	04-28-09	571.2400	FIFTH THIRD BANCORP COM	3,000 16		2,101 82		-898.34
05-22-74	09-11-09	13,470 0000	ALLSTATE CORP COM	140,293 53		390,337.57		250,044.04
02-24-94	09-22-09	4,880 0000	VERIZON COMMUNICATIONS INC COM	127,628 81		143,542 84		15,914 03
09-16-94	09-22-09	6,100 0000	VERIZON COMMUNICATIONS INC COM	146,468.87		179,428.55		32,959.68
04-08-92	09-22-09	2,000.0000	VERIZON COMMUNICATIONS INC COM	38,911.34		58,829 03		19,917 69
09-12-86	09-22-09	3,200 0000	VERIZON COMMUNICATIONS INC COM	50,483 64		94,126 46		43,642.82
03-04-83	09-22-09	800 0000	VERIZON COMMUNICATIONS INC COM	6,738.89		23,531 61		16,792 72
04-12-95	10-19-09	6,000.0000	ROYAL DUTCH SHELL PLC SPONS ADR A	178,215.00		374,299 83		196,084.83
04-15-82	10-19-09	6,480 0000	EXXON MOBIL CORP COM	23,099.62		477,537.84		454,438 22
05-22-74	10-19-09	800 0000	EXXON MOBIL CORP COM	1,981.18		58,955 29		56,974.11
05-16-81	10-19-09	1,720 0000	EXXON MOBIL CORP COM	3,974.01		126,753.87		122,779.86

Leighton-Oare Foundation

REALIZED GAINS AND LOSSES

Master Group for 25012

From 01-01-09 Through 12-31-09

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	PROCEEDS	GAIN OR LOSS SHORT TERM	GAIN OR LOSS LONG TERM
10-19-09	10-28-09	1,900.0000	APOLLO GROUP INC CL A	140,924 16		116,212 58	-24,711 58	
11-21-05	11-06-09	1,600 0000	COLGATE PALMOLIVE CO COM	87,210.09		127,763 06		40,552.97
11-21-05	11-06-09	1,600 0000	COLGATE PALMOLIVE CO COM	87,210.08		127,763 05		40,552 97
11-21-05	11-06-09	300.0000	COLGATE PALMOLIVE CO COM	16,351 89		23,955.57		7,603.68
11-21-05	11-06-09	300 0000	COLGATE PALMOLIVE CO COM	16,342 89		23,955 58		7,612.69
02-22-95	11-06-09	200 0000	COLGATE PALMOLIVE CO COM	3,102.50		15,970 38		12,867.88
03-05-96	11-06-09	1,000 0000	INTERNATIONAL BUSINESS MACHS COM	29,233.75		123,279 28		94,045 53
02-22-95	11-06-09	6,000 0000	MERCK & CO INC NEW COM	118,653.48		196,171 00		77,517.52
04-12-95	11-06-09	2,000.0000	ROYAL DUTCH SHELL PLC SPONS ADR A	59,405.00		120,312 35		60,907.35
04-10-95	11-06-09	5,000.0000	WELLS FARGO & CO NEW COM	30,022.50		135,289.07		105,266 57
09-11-09	11-24-09	6,400.0000	AON CORP COM	265,524.47		250,893 40	-14,631 07	
01-30-08	11-24-09	4,500 0000	MICROSOFT CORP COM	146,478 01		134,632.08		-11,845.93
05-13-94	12-04-09	10,000.0000	GENERAL ELECTRIC CO COM	78,175.00		162,083.88		83,908.88
02-22-95	12-04-09	4,000.0000	MERCK & CO INC NEW COM	79,102.32		147,333 43		68,231.11
03-02-89	12-04-09	6,000 0000	MERCK & CO INC NEW COM	60,887.97		221,000 15		160,112.18
05-13-94	12-18-09	7,520.0000	GENERAL ELECTRIC CO COM	58,787.60		118,216.50		59,428.90
03-04-83	12-18-09	14,000 0000	GENERAL ELECTRIC CO COM	31,416 87		220,083.92		188,667 05
09-12-86	12-18-09	12,306.8000	AT&T INC COM	103,803.56		335,867 36		232,063.80
04-08-92	12-18-09	2,693.2000	AT&T INC COM	22,208 74		73,500 66		51,291 92

Leighton-Oare Foundation

REALIZED GAINS AND LOSSES

Master Group for 25012

From 01-01-09 Through 12-31-09

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	PROCEEDS	GAIN OR LOSS SHORT TERM	GAIN OR LOSS LONG TERM
11-17-06	12-31-09	18,147 6380	VANGUARD FIXED INCOME SECS FD GNMA ADM	185,650 34		193,043 56		7,393 22
TOTAL GAINS							0.00	4,980,835 99
TOTAL LOSSES							-39,793 10	-205,506.32
				3,555,348 60	0 00	8,290,885 17	-39,793.10	4,775,329 67
TOTAL REALIZED GAIN/LOSS			4,735,536 57					
CAPITAL GAIN DISTRIBUTIONS								
	12-30-09		VANGUARD FIXED INCOME SECS FD GNMA ADM				5,349.25	
	12-30-09		VANGUARD FIXED INCOME SECS FD GNMA ADM					2,057.40
TOTAL DISTRIBUTIONS			7,406.65				5,349.25	2,057.40
							-34,443.85	**4,777,387.07**
TOTAL GAIN/LOSS			4,742,943 22					

Leighton-Oare Foundation
1999 Morris Drive
Niles, Michigan 49120
2009 Schedule of Contributions Paid

Name	Address	Purpose	Amount
ALDS of Northern Indiana	922 E Colfax South Bend, IN 46617	General	$ 500
ALS - TDI	215 First Street Cambridge, MA 02142	General	$ 1,000
American Hunter-Jumper Foundation, Inc	PO Box 369 Boylston, MA 01583	General	$ 4,225
Big Brothers Big Sisters of Berrien & Cass	P O Box 194 Niles, Michigan 49120	General	$ 10,000
Blowing Rock Horse Show Foundation	PO Box 650 1500 Laurel Lane Blowing Rock, North Carolina 28605	General	$ 3,000
Boys and Girls Club of Faquier County	169 Keith Street Warrenton, Virginia 20186	General	$ 5,000
Broadway Theater League	700 Monroe Street, Suite 410 Huntsville Alabama 35801	General	$ 1,000
Calvary Bible Church	PO Box 56 Dowagiac, MI 49047	General	$ 3,000
Children's Burn Camp of N Florida	PO BOX 368 Tallahassee, FL 32302	General	$ 9,500
DDA/Main Street	210 Main Street Niles, MI 49120	General	$ 10,000
Deerfield Academy	Albany Road Deerfield, MA 01342	General	$ 1,000
Educational Foundation, Inc	P O Box 2446 Chapel Hill, NC 27515	Payment on commitment	$ 10,000
Family Life Center	PO Box 2058 Bunnell, FL 32110	General	$ 10,000
Fauquier Hospital Foundation	500 Hospital Drive, Warrenton, VA 20186	Payment on commitment	$ 10,000
Fernwood Botanic Garden	13988 Range Line Road Niles, MI 49120	General	$ 20,000
Florida Hospital Memorial Foundation	301 Memorial Medical Pkwy, Daytona Beach, FL 32117	General	$ 4,000
Great Meadow Foundation	5089 Old Tavern Road The Plains, VA 20198	General	$ 500
Hanley Center Foundation	933 4th Street West Palm Beach, FL 33407	General	$ 500
Highland School	527 Broadview Avenue Warrenton, VA 20186	General	$ 2,500
Holy Cross College	PO Box 308 Notre Dame, IN 46556	General	$ 100
Humane Society of Flagler County	1 Shelter Drive, Palm Coast, FL 32137	General	$ 7,500
J Red Peach Foundation	1999 Morris Drive Niles, MI 49120	General	$ 10,000
Jewish Federation	470 Andalusia Avenue Ormond Beach, FL 32174	General	$ 15,000
Keswick Community Foundation	PO Box 490 Keswick, VA 22947	General	$ 1,000
Lake Michigan College Foundation	2755 E Napier Avenue, Benton Harbor, MI 49022	Auction Fundraiser	$ 1,500
Lake Michigan College Foundation	2755 E Napier Avenue, Benton Harbor, MI 49022	Bertrand Crossing Campus	$ 8,500
Lakeland Healthcare Foundation, Niles	31 North St Joseph Niles, MI 49120	General	$ 10,000
March of Dimes	1275 Mamaroneck Avenue White Plains, NY 10605	General	$ 100
Meals on Wheels	203 S Union Street Alexandria, Virginia 22314	General	$ 1,000
Metropolitan Ministries	2002 North Florida Avenue Tampa, FL 33602	General	$ 15,000

Michigan Gateway Community Foundation	111 Days Avenue Buchanan, MI 49107	Niles Fund	$ 10,000
Michigan Gateway Community Foundation	111 Days Avenue Buchanan, MI 49107	YMCA	$ 10,000
Morris Entertainment, Inc	211 N Michigan St South Bend, IN 46614	General	$ 10,000
National Horse Show Assoc of America	PO Box 386 Greenvale, NY 11548	Payment on commitment	$ 5,000
National Museum of Racing Hall of Fame	191 Union Avenue Saratoga Springs, NY 12866	General	$ 500
National Steeplechase Foundation	420 Fair Hill Drive Elkton, MD 21921	General	$ 500
National Steeplechase Museum	420 Fair Hill Drive Elkton, MD 21921	General	$ 500
Pegasus Rising, Inc	42 Sleepy Hollow Trail Palm Coast, FL 32164	General	$ 10,000
Pennsylvania National Horse Show	2300 North Cameron Street, Harrisburg, PA 17110	General	$ 1,500
Protestant Episcopal Church	815 2nd Avenue New York, NY 10017	Operationg Caring through Sharing	$ 20,000
Rex Healthcare Foundation	4420 Lake Boone Trail, Raleigh, NC, 27607	General	$ 500
Snite Museum	The Snite Museum of Art University of Notre Dame, Notre Dame, IN, USA 46556-0368	General	$ 1,000
St Mary's Church	211 S Lincoln Street Niles, MI 49120	In memory of Marcy Odenahl	$ 100
St Mary's Church	211 S Lincoln Street Niles, MI 49120	In memory of Ray Hurlbutt	$ 100
Stanley Clark School	3123 Miami Street South Bend, IN 46614	General	$ 1,500
State Fair of Virginia	Virginia	General	$ 5,000
Susan Komen Cancer Fdn - Hammock Dunes	Palm Coast, FL 32137	General	$ 4,000
The Mayo Foundation (Jacksonville)	200 1st Street Rochester, MN 55905	Mayo JAX commitment	$ 10,000
UC & HS, Inc	PO Box 239 Upperville, VA 20185	General	$ 3,000
United States Hunter Jumper Assoc	3870 Cigar Lane Lexington, KY 40511	General	$ 2,500
University of Mary Washington	1301 College Avenue Fredericksburg, VA 22401	Payment on commitment	$ 10,000
Virginia Horse Center Foundation	PO Box 1051 Lexington, VA 24450	General	$ 5,000
Virginia Tech Foundation	902 Prices Fork Road Suite 4500 Blacksburg, VA 24061	General	$ 1,000
Warrenton United Methodist Church	341 Church Street Warrenton, VA 20186	General	$ 2,275
Washington International Horse Show	16063 Comprint Circle Gaithersburg, MD 20877	General	$ 5,000
Wounded Warriors	7020 AC Skinner Pkwy, Suite 100 Jacksonville, FL 32256	General	$ 5,000
Studebaker National Museum	201 South Chapin Street South Bend, IN 46601	Payment on commitment	$ 30,000
South Bend Symphony Orchestra	127 North Michigan Street South Bend, IN 46601	General	$ 25,000
University of Notre Dame	405 Main Building Notre Dame, IN 46556	General	$ 420,000
Memorial Health Foundation	615 North Michigan Street South Bend, IN 46601-1033	General	$ 40,000
Community Foundation of St Joseph County	205 West Jefferson Boulevard South Bend, IN 46601	Arts Everywhere Fund	$ 250,000
Community Foundation of St Joseph County	205 West Jefferson Boulevard South Bend, IN 46601	Ancilla College Fund	$ 5,000
Camp Eberhart Alumni Association	10481 Camp Eberhart Road Three Rivers, MI 49093	Payment on commitment	$ 20,000
Ara Parseghian Medical Research	3530 E Campo Abierto, Suite 105, Tucson, Arizona 85718-3327	General	$ 5,000

Madison Center	403 E Madison St South Bend, IN 46617	General	$ 5,000
The Salvation Army	2009 South Bend Ave SOUTH BEND, IN	General	$ 10,000
Amencan Diabetes Association	1701 North Beauregard Street Alexandna, VA 22311	General	$ 5,000
			$ 1,114,400

Leighton-Oare Foundation
1999 Morris Drive
Niles, Michigan 49120
2009 Committed Funds

Name	Purpose	Description
University of Notre Dame University Relations Notre Dame, IN 46556	General	$600,000 per year for the years 2006-2015 totaling $6,000,000
Community Foundation of St Joseph County 205 West Jefferson Blvd. South Bend, IN 46601	Arts Everywhere Fund	$250,000 per year until the remainging balance of $1,372,750 is paid in full
Camp Eberhart Alumni Association 316 S. Eddy Street South Bend, IN 46617	General	$20,000 per year for the years 2007-2011 totaling $100,000
Education Foundation, Inc P.O. Box 2446 Chapel Hill, NC 27515	General	$10,000 per year for the years 2006-2010
University of Mary Washington 1301 College Avenue Fredericksburg, VA 22401	General	$10,000 per year for the years 2006-2010
Nationall Horse Show Assoc of America P O Box 386 Greenvale, NY 11548	General	$5,000 per year for the years 2009-2012
Fauquier Hospital Foundation 356 Hospital Drive Warrenton, VA 20186	General	$10,000 per year for the years 2006-2010
The Mayo Foundation 200 1st Street SW Rochester, MN 55905	General	$10,000 per year for the years 2006-2010
Morris Entertainment, Inc. 211 N. Michigan St. South Bend, IN 46614	General	$10,000 per year for the years 2007-2011
Virginia Horse Center Foundation PO Box 1051 Lexington, VA 24450	General	$5,000 per year for the years 2007-2011
Boys & Girls Club of Fauquier County 169 Keith Street Warrenton, Virginia 20186	General	$5,000 per year for the years 2008-2012

Form **8868**
(Rev. April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [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	Name of Exempt Organization	Employer identification number
	THE LEIGHTON-OARE FOUNDATION	35-6034243
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P.O box, see instructions 1999 MORRIS DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NILES, MI 49120	

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

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

- The books are in the care of ▶ NANCY BUTLER
1999 MORRIS DRIVE - NILES, MI 49120
Telephone No.▶ 269-687-6290 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 AUGUST 15, 2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] 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	$ 52,000.
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	$ 70,000.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [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 THE LEIGHTON-OARE FOUNDATION	Employer identification number 35-6034243
	Number, street, and room or suite no. If a P O. box, see instructions. 1999 MORRIS DRIVE	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NILES, MI 49120	

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

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

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 ▶ NANCY BUTLER 1999 MORRIS DRIVE - NILES, MI 49120
  Telephone No. ▶ 269-687-6290 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010

5 For calendar year 2009 , or other tax year beginning ______ , and ending ______ .

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

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO PREPARE 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	$ 52,000.
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	$ 70,000.
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 ▶ [signature] Title ▶ Manager Date ▶ 9-15-10

923832
05-26-09

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