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Form 990-PF

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

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type See Specific Instructions.	Name of foundation LEEOLOU FAMILY FOUNDATION C/O ETON ADVISORS, L.P.	A Employer identification number 56-2114229
	Number and street (or P O box number if mail is not delivered to street address) EXCHANGE WEST 1414 RALEIGH ROAD, SUITE 445	B Telephone number (see page 10 of the instructions) (919) 442-1550
	City or town, state, and ZIP code CHAPEL HILL, NC 27517	C If exemption application is pending, check here ► <input type="checkbox"/> D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

H Check type of organization	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation
	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)	<input type="checkbox"/> J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____
(Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants etc., received (attach schedule)					
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments	3,472.	3,472.			ATCH 1
4 Dividends and interest from securities	15,791.	15,791.			ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a	368,381.				
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	18,062.	19,263.			
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) ATCH 3	2,500.	2,500.	0.	0.	
c Other professional fees (attach schedule) *	846.	846.			
17 Interest					
18 Taxes (attach schedule) (see page 14 of the instructions) *	42.	42.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 6	1,180.	1,180.			
24 Total operating and administrative expenses.					
Add lines 13 through 23	4,568.	4,568.	0.	0.	
25 Contributions, gifts, grants paid	32,200.				32,200.
26 Total expenses and disbursements Add lines 24 and 25	36,768.	4,568.	0.	32,200.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-18,706.				
b Net investment income (if negative, enter -0-)		14,695.			
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	51,273.	35,424.	35,424.
	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 (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10	a Investments - U S and state government obligations (attach schedule)	25,305.	0.	0.
		b Investments - corporate stock (attach schedule)	47,974.	202,726.	213,438.
		c Investments - corporate bonds (attach schedule)	185,431.	127,345.	130,154.
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ► (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ► (attach schedule)			
	15	Other assets (describe ►)	103,094.	28,876.	29,015.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	413,077.	394,371.	408,031.
Net Assets or Fund Balances	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)			
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	413,077.	394,371.	
	30	Total net assets or fund balances (see page 17 of the instructions)	413,077.	394,371.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	413,077.	394,371.	

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	413,077.
2	Enter amount from Part I, line 27a	2	-18,706.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	394,371.
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	394,371.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(l) F M V as of 12/31/69	(l) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any			
a					
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	-1,201.	
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	47,250.	516,403.	0.091498
2007	48,416.	622,711.	0.077750
2006	46,667.	589,975.	0.079100
2005	76,359.	592,889.	0.128791
2004	87,432.	616,495.	0.141821
2 Total of line 1, column (d)			2 0.518960
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 0.103792
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 380,143.
5 Multiply line 4 by line 3			5 39,456.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 147.
7 Add lines 5 and 6			7 39,603.
8 Enter qualifying distributions from Part XII, line 4			8 32,200.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	294 .
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2		
3	Add lines 1 and 2	3		294 .
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		294 .
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a		665 .
b	Exempt foreign organizations-tax withheld at source	6b		0 .
c	Tax paid with application for extension of time to file (Form 8868)	6c		0 .
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d	7		665 .
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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		371 .
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ► 371 . Refunded ► 11			

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	X	
<i>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</i>			
1c	Did the foundation file Form 1120-POL for this year?	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	X	
<i>If "Yes," attach a detailed description of the activities</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	X	
<i>If "Yes," attach the statement required by General Instruction T</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► NC,		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A			
14 The books are in care of ► ETON ADVISORS, L.P. Telephone no ► 919-442-1550 Located at ► 1414 RALEIGH ROAD, SUITE 445 CHAPEL HILL, NC ZIP + 4 ► 27517			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	
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

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

5a	During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	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?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes	<input type="checkbox"/> No		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	7b	X
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes	<input type="checkbox"/> No		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
STEPHEN R. LEEOLOU CHARLOTTE, NC	PRES / TREAS	-0-	-0-	-0-
MARY DENISE LEEOLOU CHARLOTTE, NC	VP / SECRETARY			
ROBERT MALLERNEE RALEIGH, NC	ASST. SEC			

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 ►

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ► **NONE**
Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
2	-----	
All other program-related investments. See page 24 of the instructions		
3	NONE	
Total. Add lines 1 through 3		►

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	317,742.
b	Average of monthly cash balances	1b	68,190.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	385,932.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	385,932.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	5,789.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	380,143.
6	Minimum investment return. Enter 5% of line 5	6	19,007.

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	19,007.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	294.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	294.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	18,713.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	18,713.
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	18,713.

Part XII Qualifying Distributions(see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	32,200.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	0.
3	Amounts set aside for specific charitable projects that satisfy the	3b	0.
a	Suitability test (prior IRS approval required)	4	32,200.
b	Cash distribution test (attach the required schedule)	5	N/A
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	32,200.
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				18,713.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004	56,975.			
b From 2005	46,960.			
c From 2006	17,682.			
d From 2007	17,889.			
e From 2008	21,430.			
f Total of lines 3a through e	160,936.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$	32,200.			
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				18,713.
e Remaining amount distributed out of corpus	13,487.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	174,423.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	56,975.			
9 Excess distributions carryover to 2010.				
Subtract lines 7 and 8 from line 6a	117,448.			
10 Analysis of line 9				
a Excess from 2005	46,960.			
b Excess from 2006	17,682.			
c Excess from 2007	17,889.			
d Excess from 2008	21,430.			
e Excess from 2009	13,487.			

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

STEPHEN R. LEEOLOU AND MARY DENISE LEEOLOU

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 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

ATTACHMENT 7

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	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
Name and address (home or business)				
a Paid during the year				
ATTACHMENT 8				
Total.			► 3a	32,200.
b Approved for future payment				
Total.			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	
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	3,472.
4	Dividends and interest from securities			14	15,791.
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	-1,201.
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)				18,062.
13	Total Add line 12, columns (b), (d), and (e)				18,062.

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

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

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

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?	Yes	No
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		

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

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

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.

16/13/10

PRESIDENT

Signature of officer or trustee		Date	Title	
Sign Here Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed	<input type="checkbox"/>
	PESTA, FINNIE & ASSOCIATES L.L.P. 6826 MORRISON BLVD. CHARLOTTE, NC			Preparer's identifying number (See Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	56-1761672	
		Phone no	704-364-1829	
28211				

Form 990-PF (2009)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					421.	
118,919.		SHORTTERM - SEE STATEMENT A 117,198.				VARIOUS	1,721.	VARIOUS
194,041.		LONGTERM - SEE STATEMENT A 201,614.				VARIOUS	-7,573.	VARIOUS
30,000.		30000 FREDDIE MAC 27,708.				08/05/1999	2,292.	03/15/2009
25,000.		25000 ILLINOIS TOOL WORKS 23,062.				09/07/1999	1,938.	03/01/2009
TOTAL GAIN (LOSS)							<u><u>-1,201.</u></u>	

Income for 2009

This section reports your proceeds from sales during the year. We are not required nor do we report your net gains and losses to the Internal Revenue Service. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. A schedule of your net gains and losses is shown below. Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost. Please review these carefully before preparing your tax return.

Short term gains and losses

This category includes sales of all assets held 12 months or less

Description	Cusip	Units	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
ARTIO INTERNATIONAL EQUITY-I	04315J506	70 97	12/30/08	09/09/09	\$2,084.39	\$1,724.53	\$359.86
BLACKROCK INTL BOND-BLK	091937839	9354.54	11/11/08	09/09/09	\$100,935.50	\$100,000.00	\$935.50
BLACKROCK INTL BOND-BLK	091937839	17 03	12/01/08	09/09/09	\$183.75	\$184.14	-\$0.39
BLACKROCK INTL BOND-BLK	091937839	690 44	12/23/08	09/09/09	\$7,449.85	\$7,532.67	-\$82.82
BLACKROCK INTL BOND-BLK	091937839	20 62	01/01/09	09/09/09	\$222.49	\$226.18	-\$3.69
BLACKROCK INTL BOND-BLK	091937839	23 4	02/01/09	09/09/09	\$252.49	\$244.56	\$7.93
BLACKROCK INTL BOND-BLK	091937839	19 1	08/31/09	09/09/09	\$206.09	\$204.18	\$1.91
BLACKROCK INTL BOND-BLK	091937839	21 61	04/01/09	09/09/09	\$233.17	\$220.89	\$12.28
BLACKROCK INTL BOND-BLK	091937839	12 8	05/01/09	09/09/09	\$138.11	\$131.88	\$6.23
BLACKROCK INTL BOND-BLK	091937839	20 62	06/01/09	09/09/09	\$222.49	\$222.45	\$0.04
BLACKROCK INTL BOND-BLK	091937839	616 69	06/18/09	09/09/09	\$6,654.09	\$6,191.52	\$462.57
BLACKROCK INTL BOND-BLK	091937839	7 4	07/31/09	09/09/09	\$79.85	\$77.74	\$2.11
BLACKROCK INTL BOND-BLK	091937839	23 79	03/01/09	09/09/09	\$256.69	\$237.69	\$19.00
					\$118,918.96	\$117,198.43	\$1,720.53

Total short term gain/loss:

2009 Tax Information

Account Number 10570194000

Page . 4

B NY MILLION
ASSET MANAGEMENT

LEEOLOU FAMILY FOUNDATION-CUST

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Units	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
ARTIO INTERNATIONAL EQUITY-I	04315J506	2692 43	01/18/05	09/09/09	\$79,076 64	\$85,000 00	\$-5,923 36
ARTIO INTERNATIONAL EQUITY-I	04315J506	50 36	12/28/07	09/09/09	\$1,479 07	\$2,237 89	\$-758 82
ARTIO INTERNATIONAL EQUITY-I	04315J506	318 46	12/28/07	09/09/09	\$9,353 17	\$14,152 49	\$-4,799 32
BLACKROCK INTL BOND-BLK	091937839	24 27	01/01/00	09/09/09	\$261 87	\$0 00	\$261 87
SPDR TR UTS	78462F103	131	07/21/04	09/09/09	\$13,547 84	\$14,662 83	\$-1,114 99
FEDERAL FARM CREDIT 4 375%	31331QMX2	25000	02/06/03	09/09/09	\$25,937 50	\$25,305 75	\$631 75
FEDERAL NATL MTG ASSN	31359MLSO	25000	02/11/03	09/09/09	\$27,032 50	\$26,943 75	\$88 75
SPDR TR UTS	78462F103	260	10/21/02	09/09/09	\$26,888 83	\$23,413 00	\$3,475 83
SPDR TR UTS	78462F103	100	06/24/03	09/09/09	\$10,341 86	\$9,898 00	\$443 86
BLACKROCK INTL BOND-BLK	091937839	11 25	01/01/00	09/09/09	\$121 39	\$0 00	\$121 39
Total long term gain/loss for sales of assets:					\$194,040 67	\$201,613 71	\$-7,573 04

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

ATTACHMENT 1

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST	3,472.	3,472.
TOTAL	<u><u>3,472.</u></u>	<u><u>3,472.</u></u>

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

ATTACHMENT 2

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS	15,791.	15,791.
TOTAL	<u><u>15,791.</u></u>	<u><u>15,791.</u></u>

FORM 990PE, PART I - ACCOUNTING FEES

ATTACHMENT 3

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREPARATION FEES	2,500.		2,500.	
TOTALS	<u><u>2,500.</u></u>	<u><u>2,500.</u></u>	<u><u>0.</u></u>	<u><u>0.</u></u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

ATTACHMENT 4

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT FEES	846.	846.
TOTALS	<u><u>846.</u></u>	<u><u>846.</u></u>

FORM 990PF, PART I - TAXES

ATTACHMENT 5

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX	42.	42.
TOTALS	<u><u>42.</u></u>	<u><u>42.</u></u>

FORM 990PF, PART I - OTHER EXPENSES

ATTACHMENT 6

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MISCELLANEOUS	1,180.	1,180.
TOTALS	<u>1,180.</u>	<u>1,180.</u>

ATTACHMENT 7

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

N/A

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS
YMCA OF GREATER CHARLOTTE HARRIS YMCA BRANCH
5900 QUAIL HOLLOW ROAD
CHARLOTTE, NC 28210

20,150.

THE DIOCESAN SUPPORT APPEAL
1123 SOUTH CHURCH STREET
CHARLOTTE, NC 28203

2,000

PROVIDENCE DAY SCHOOL
5800 SARDIS ROAD
CHARLOTTE, NC 28270

300

THE JAKE INVITATIONAL
6420 GROVEDALE DRIVE
STE 3
ALEXANDRIA, VA 22310

1,500

ENVIRONMENTAL DEFENSE LEADERSHIP TEAM
1875 CONNECTICUT AVENUE, NW
WASHINGTON, DC 20009

750

R&W FOUNDATION CHARITABLE CONTRIBUTION
23RD ANNUAL CAMP FANTASTIC/PAT COLLINS MEMORIAL
31 CENTER DRIVE, BOX 2062
BETHESDA, MD 20892

GENERAL PURPOSE SUPPORT - FLOW THROUGH GRANT -
SEE STATEMENT A FOR EXPENDITURE RESPONSIBILITY
LETTER

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRIENDS FOR AN EARLIER BREAST CANCER TEST 2407 DENT STREET GREENSBORO, NC 27408	NONE 509 (A) (1)	GENERAL PURPOSE SUPPORT	1,000.
BOYS AND GIRLS CLUBS OF HARRISONBURG & ROCKINGHAM P. O. BOX 1223 HARRISONBURG, VA 22803	NONE 501 (C) (3)	GENERAL PURPOSE SUPPORT	1,000
ST GABRIEL CATHOLIC CHURCH 3016 PROVIDENCE ROAD CHARLOTTE, NC 28211	NONE 501 (C) (3)	GENERAL PURPOSE SUPPORT	2,000
MCCOLL CENTER 721 NORTH TRYON STREET CHARLOTTE, NC 28202	NONE 501 (C) (3)	GENERAL PURPOSE SUPPORT	1,000
ST JUDGE S 4600 NORTH FAIRFAX DRIVE ARLINGTON, VA 22203	NONE 501 (C) (3)	GENERAL PURPOSE SUPPORT	1,000

TOTAL CONTRIBUTIONS PAID

32,200

SCHEDULE D
(Form 1041)Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

2009

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

Name of estate or trust LEEOLOU FAMILY FOUNDATION
C/O ETON ADVISORS, L.P.Employer identification number
56-2114229

Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b				1,721.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2				
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3				
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4				()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ► 5					1,721.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b				-3,343.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7				
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8				
9 Capital gain distributions	9				421.
10 Gain from Form 4797, Part I	10				
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11				()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ► 12					-2,922.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			1,721.
14 Net long-term gain or (loss):				
a Total for year	14a			-2,922.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ►	15			-1,201.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheets necessary.

Part IV Capital Loss Limitation	
16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	
a The loss on line 15, column (3) or b \$3,000	

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ►	21		
22 Subtract line 21 from line 20 If zero or less, enter -0-	22		
23 Subtract line 22 from line 17 If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24?			
<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box	25		
<input type="checkbox"/> No. Enter the amount from line 23	26		
26 Subtract line 25 from line 24	27		
27 Are the amounts on lines 22 and 26 the same?			
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	28		
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	29		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (15)	30		
31 Figure the tax on the amount on line 23 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32 Add lines 30 and 31	32		
33 Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

2009

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

LEEOLOU FAMILY FOUNDATION

Employer identification number
56-2114229

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 1,721.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b -3,343.

Schedule D-1 (Form 1041) 2009

"The Jake" Invitational

6420 Grovedale Drive
Alexandria, VA 22310
(703) 971-1700

June 17, 2009

UBS AG -- Multi-Family Office
Attn: Ms. Erin K. Connelly
2200 West Main Street, Suite 920
Durham, NC 27705

RE: Charitable Contribution from The Leeolou Family Foundation
\$1,500.00 received for "The Jake" Invitational Golf Classic
held on May 8, 2009

Dear Erin:

This letter confirms that we received \$1,500.00 from The Leeolou Family Foundation as a charitable contribution for "The Jake" Invitational Golf Classic, which was held on May 8, 2009. A significant portion of these funds were distributed that evening of the tournament to the following charities, which "The Jake" Invitational supports:

1. Men Against Breast Cancer (non-profit organization – Tax ID#: 52-2232842)
2. The Steven D. Jacoby Memorial Scholarship at DeMatha Catholic High School (DeMatha's Tax ID#: 52-0607998)
3. Special Love/Camp Fantastic (Tax ID#: 54-1218130)

Please do not hesitate to contact me at 703-971-1700 if I may be of further assistance.

Very truly yours,



William L. Collins, III
President
The Collins Companies

REGISTRATION FORM

For foursomes \$175

For individuals \$60

Presenting Sponsor - \$2,500

Plaque Sponsor

Recognition Sponsor

Diamond Sponsor - \$2,000

Luncheon Sponsor

Scoring Service Sponsor

Gold Sponsor - \$1,000
Raffle Sponsor
 Registration Sponsor
 Bag Marker Sponsor
 Beverage Cart Sponsor

Silver Sponsor - \$1,000

Hole Sponsor - \$800

Luncheon Table Sponsor

Bronze Sponsor - \$500

Putting Green Sponsor

Back Green Sponsor

Tee Green Sponsor - \$150

Individual Golfer - \$200

NAME OF SPONSOR (if applicable)

SURNAME/PLAYER: The Lazarus Family Foundation

HANDICAP:

COMPANY:

ADDRESS:

CITY:

STATE:

ZIP:

TELEPHONE:

FAX:

PLAYER 1

HANDICAP:

PLAYER 2

HANDICAP:

PLAYER 3

HANDICAP:

PLAYER 4

HANDICAP:

I WOULD LIKE TO DONATE AN ITEM _____ FOR AUCTION RAFFLE

NO, I CAN'T MAKE IT THIS YEAR; HOWEVER, I AM INTERESTED IN MAKING A \$1,500.00 CONTRIBUTION TO THE CAMP FANTASTIC GOLF TOURNAMENT.

PLEASE MAKE CHECKS PAYABLE TO "THE R&W FOUNDATION" AND MAIL THIS FORM, ALONG WITH YOUR REGISTRATION FEES CONTRIBUTION TO:

*The 3rd Annual Camp Fantastic
Pat Collins Memorial Golf Tournament
6120 Grovelake Drive, Suite 300
Alexandria, LA 71231-00
(205) 971-1761 or (205) 971-5321*

6122 Grovelake Dr. Alexandria, LA 71231 (205) 971-5321

STATEMENT B

The Host Committee

*Nancy & Shawn Bevan
Lisa & Jeff Billings
Debbie & David Birtwistle
Kathy & Benny Bonanni
Kate & John Castleberry
Suzan & George Chmiel
Billy Collins
Erin Collins
Matt Collins
Kerry & Bill Collins
Sondra & John Collins
Susan & Dennis Crawford
Janet & Richard Danker
Sharon & Ralph Dietze
Mary & Steve Doherty
Freddi & Mike Donner
Jackie & Brian Duff
Michelle & TJ Egan
Patti & Mike Fekete
Sen. Peter & Nina Fitzgerald
Pat & Randy Forster
Rebecca & Claude Gaujot
Mary & Mike Gill
Jeff Gregorio
Jonathan Grannan
Mike Grannan
Pat & Chris Hartung
Tanya & Marc Hevison
Melissa & Ron Hier
Francine & Bernie Kirchner
Kathy & Mark Koblos
Donna & Rick Kowalick
Janis & Jack Kvancz
Dee Dee & Steve Leeolou
Annette & Chris Maley
Melanie & Steve Marinaro
Linda & Dave Maxfield
Linda & Ed McKee
Sue & Hobie Mitchel
Paul Opalack
Neely & Bob Oplinger
Charlotte & Steve Pennington
Christine & Pete Popeck
Jummy Preziota
Norma & Russ Ramsey
Don Ratliff
Harry Rhoads
Glen & Sunny Taylor Rosenbluth
Terry & Howard Ross
Bonnie & Bill Rote
Paula & Mike Scanlon
Tami & Bill Schwartz
Betsy & Chris Shead
Caroline & Mark Skelton
Lori & John Slattery
Billy Sloan
Wendy & Rick Smith
Ellen & Jim Speros
Missy & Denny Stephens
Brian Stoffel
Angel & Mike St. Pierre
Paula & Bernie Swain
Dorett & Joe Theisen
Ben Thomas
Margo & Larry Trollinger
Stacie Trollinger
Lynn & Bill Urbanski
Betsy & Mike Ussery
Dixie & Bill Welch
Kathy & Lee Wetzel
Tristan Wright
Chris & Larry Zembrak*



September 11, 2009

Dear Friends of Camp Fantastic:

On behalf of The Host Committee, our long-time supporters and sponsors, I am pleased to announce that our 25th Anniversary of the Camp Fantastic Open/Pat Collins Memorial Golf Tournament will be held on Friday, October 2, 2009 with a Noon Shotgun Start at Virginia National Golf Club on the beautiful Shenandoah River. We sincerely thank you for your continued support of the annual golf tournament on behalf of Camp Fantastic, which has helped fund the operating costs of this special camp for children fighting cancer or HIV infection. The children and families we help are from Maryland, Washington and Virginia.

As in the past, we are offering a variety of tax-deductible sponsorship opportunities which provide significant exposure and recognition for you and your company. It is these sponsorships whose proceeds allow us to meet the fundraising needs of the Camp. Please arrange a foursome of your friends and colleagues to play in this outstanding golf tournament.

More than 12,000 children have been blessed by the work you have helped support at Camp Fantastic. What has been achieved over these 25 years through your contributions is truly amazing. We are very proud of the Camp Fantastic grounds at the 4-H Complex in Front Royal, VA, particularly the large and impressive playground facility dedicated in the name of Steven D. "Jake" Jacoby, a great friend of Special Love/Camp Fantastic, who was tragically lost on September 11, 2001.

Please help us in making our "25th Anniversary" truly special. We hope that you will be able to join us for an outstanding day of golf and fun with your Friends of Camp Fantastic. Please complete the enclosed registration form and forward it along as soon as possible. For further information regarding the Event or Sponsorships, please call Pat Hartung at 703-971-1701 or fax 703-971-5327.

As always, we sincerely appreciate your support and participation. We look forward to seeing you on Friday, October 2.

Best regards,

Bill Collins

6420 Grovedale Dr., Alexandria, VA 22310 703-971-1701 Fax: 703-971-5327

Form 8868

(Rev. April 2009)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ►
- 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 LEEOLOU FAMILY FOUNDATION C/O ETON ADVISORS, L.P.	Employer identification number 56-2114229
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 1414 RALEIGH ROAD, SUITE 445	EXCHANGE WEST
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CHAPEL HILL, NC 27517	

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

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

- The books are in the care of ► ETON ADVISORS, L.P.

Telephone No ► 919 442-1550 FAX No. ► _____

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

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

- calendar year 2009 or
- tax year beginning _____, _____, and ending _____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$ 294.
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 \$ 665.
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 \$ _____

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

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

Form 8868 (Rev. 4-2009)

JSA
9F8054 2 000

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