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 Jul 1 , **2009, and ending** Jun 30 , 2010

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: STEPHEN & MAY C. LEEMAN FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 215 W 92ND STREET — Room/suite: 13A

City or town: NEW YORK — State: NY — ZIP code: 10025

A Employer identification number: 23-7057183

B Telephone number (see the instructions): (212) 873-5555

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 1,916,969.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))*

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► ☒ if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	401.	401.		
	4 Dividends and interest from securities	47,456.	47,456.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	2,126.			
	b Gross sales price for all assets on line 6a 897,602.				
	7 Capital gain net income (from Part IV, line 2)		2,126.		
	8 Net short-term capital gain			18,472.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	49,983.	49,983.	18,472.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	33,980.	8,495.		25,110.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	1,454.			1,454.
	b Accounting fees (attach sch) L-16b Stmt	2,950.	738.		2,212.
	c Other prof fees (attach sch) L-16c Stmt	400.	100.		300.
	17 Interest				
	18 Taxes (attach schedule)(see instr) PAYROLL TAXES	3,197.	799.		2,398.
	19 Depreciation (attach sch) and depletion	813.			
	20 Occupancy				
	21 Travel, conferences, and meetings	4,050.			4,050.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	14,058.	12,188.		1,610.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	60,902.	22,320.		37,134.
	25 Contributions, gifts, grants paid	120,300.			120,300.
	26 **Total expenses and disbursements.** Add lines 24 and 25	181,202.	22,320.		157,434.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-131,219.			
	b **Net investment income** (if negative, enter -0-)		27,663.		
	c **Adjusted net income** (if negative, enter -0-)			18,472.	

RECEIVED
NOV 01 2010
OGDEN, UT
IRS-OSC

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	225,369.	193,131.	193,131.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)	79,699.	28,602.	29,476.
	b Investments – corporate stock (attach schedule)	1,719,125.	1,673,466.	1,638,985.
	c Investments – corporate bonds (attach schedule)	51,714.	50,302.	55,377.
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►	813.	0.	0.
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	2,076,720.	1,945,501.	1,916,969.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here** ► ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds			
	28 Paid in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,076,720.	1,945,501.	
	30 **Total net assets or fund balances** (see the instructions)	2,076,720.	1,945,501.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	2,076,720.	1,945,501.	

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	2,076,720.
2	Enter amount from Part I, line 27a	2	-131,219.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,945,501.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,945,501.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	GAIN ON SALES OF SECURITIES PER SCHEDULE ATTACHED	P	Various	Various
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	897,602.		895,476.	2,126.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a	0.	0.	0.	2,126.
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	2,126.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	138,629.	1,965,592.	0.070528
2007	161,449.	2,766,147.	0.058366
2006	161,286.	2,828,727.	0.057017
2005	156,062.	2,638,675.	0.059144
2004	155,158.	2,614,209.	0.059352

2	**Total** of line 1, column (d)	2	0.304407
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	0.060881
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,908,245.
5	Multiply line 4 by line 3	5	116,176.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	277.
7	Add lines 5 and 6	7	116,453.
8	Enter qualifying distributions from Part XII, line 4	8	157,434.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary - see instr.)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b			1	277.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	277.
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	277.
6 Credits/Payments				
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	2,500.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	2,500.
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	2,223.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ►	2,223.	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ ________ **(2)** On foundation managers ► $ ________			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ________			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► ________			
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*

			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 ► DR. CAVIN LEEMAN Telephone no. ► (212) 873-5555

Located at ► 215 W 92ND STREET #13A NEW YORK, NY ZIP + 4 ► 10025

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

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see 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 ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)*	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)*

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If 'Yes' to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DR. CAVIN LEEMAN 215 W 92ND ST. NYC NY	PRES/TREAS 20.00	33,980.	0.	0.
DIANE ZIMMERMAN 215 W 92ND ST. NYC NY	V.PRES/SEC	0.	0.	0.
GINA TRENT 270 FIFTH ST. BKLYN NY	DIRECTOR	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► None

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		None

Part IX-A **Summary of Direct Charitable Activities**

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	

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	1,790,740.
b Average of monthly cash balances	1b	146,565.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,937,305.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	1,937,305.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	29,060.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,908,245.
6 **Minimum investment return.** Enter 5% of line 5	6	95,412.

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	95,412.
2a Tax on investment income for 2009 from Part VI, line 5	2a	277.		
b Income tax for 2009 (This does not include the tax from Part VI)	2b			
c Add lines 2a and 2b			2c	277.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	95,135.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	95,135.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	95,135.

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	157,434.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	157,434.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	277.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	157,157.

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				95,135.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			97,918.	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2009				
a From 2004 — 25,994.				
b From 2005 — 27,853.				
c From 2006 — 24,246.				
d From 2007 — 26,841.				
e From 2008 — 138,991.				
f **Total** of lines 3a through e	243,925.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► $ 157,434.				
a Applied to 2008, but not more than line 2a			97,918.	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2009 distributable amount				0.
e Remaining amount distributed out of corpus	59,516.			
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	303,441.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				95,135.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	25,994.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	277,447.			
10 Analysis of line 9				
a Excess from 2005 — 27,853.				
b Excess from 2006 — 24,246.				
c Excess from 2007 — 26,841.				
d Excess from 2008 — 138,991.				
e Excess from 2009 — 59,516.				

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 organization had $5,000 or more in assets at any time during the year – see instructions.)**

1 Information Regarding Foundation Managers:

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

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

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

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 SCHEDULE ATTACHED		-	-	120,300.
Total			► **3a**	120,300.
b *Approved for future payment*				
Total			► **3b**	

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 (see the instructions)
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					
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a N/A					0.
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 0.

(See worksheet in the instructions for line 13 to verify calculations.)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	**1a (1)**		X
(2) Other assets	**1a (2)**		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b (1)**		X
(2) Purchases of assets from a noncharitable exempt organization	**1b (2)**		X
(3) Rental of facilities, equipment, or other assets	**1b (3)**		X
(4) Reimbursement arrangements	**1b (4)**		X
(5) Loans or loan guarantees	**1b (5)**		X
(6) Performance of services or membership or fundraising solicitations	**1b (6)**		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If 'Yes,' complete the following schedule

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

SIGN HERE

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

▶ [signature] 10/27/10 ▶ President

Signature of officer or trustee Date Title

Paid Preparer's Use Only	Preparer's signature ▶ [signature] CPA	Date 10/20/10	Check if self-employed ▶ ☐	Preparer's Identifying number (See **Signature** in the instrs) P00072759
	Firm's name (or yours if self-employed), address, and ZIP code ▶ ARTHUR SCHWARTZMAN, CPA 15 Heather Hill Lane Woodcliff Lake NJ 07677		EIN ▶ Phone no ▶	

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FILING FEES	260.			
INVEST MGT FEES	11,651.	11,651.		
OFFICE & STORAGE EXPENSE	2,147.	537.		1,610.
Total	14,058.	12,188.		1,610.

Form 990-PF, Page 10, Part XV, Line 2
Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

Name STEPHEN & MAY CAVIN LEEMAN FOUNDATION ATT: DR. CAVIN LEEMAN
Address 215 W 92ND STREET APT 13A
City, St, Zip, Phone NEW YORK NY 10025 (212) 873-5555

The form in which applications should be submitted and information and materials they should include.
PRELIMINARY LETTER OF INTEREST INDICATING OBJECTIVES AND REQUIREMENTS

Any submission deadlines:
NONE

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
GRANTS ARE NOT AWARDED TO INDIVIDUALS

Name
Address
City, St, Zip, Phone

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

Any submission deadlines:

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

Form 990-PF, Page 1, Part I
Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DAVIDSON, DAWSON & C	LEGAL	1,454.			1,454.
Total		1,454.			1,454.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SCHWARTZMAN	ACCOUNTING	2,950.	738.		2,212.
Total		2,950.	738.		2,212.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GINA HOLLAND WALDO	CONSULTING AND ADMINIS	400.	100.		300.
Total		400.	100.		300.

The Stephen and May Cavın Leeman Foundatıon, Inc
Form 990PF
Fıscal Year ended June 30, 2010

ID # 23-7057183

Part II - BALANCE SHEETS ıtem #14

Equipment		Cost	Accumulated Depreciatıon	Method & Lıfe	2009-2010 Depreciatıon
Offie computers & prınters					
	1997	1,182	1,182		
	1998	3,764	3,764		
	2003	1,466	1,465		
	2004	8,173	7,360	SL 5 years	813
		14,585	13,771		813

STEPHEN & MAY CAVIN LEEMAN FOUNDATION, INC.

215 WEST 92ND STREET, SUITE 13A
NEW YORK, NY 10025
TEL (212) 873-5555 FAX (212) 873-5955

GRANTS MADE: 2009-2010

Andrew Glover Youth Program, Inc. 100 Centre St., New York, NY 10013	$ 15,300	youthful offenders
Association to Benefit Children 419 East 86th St., New York, NY 10028	15,000	child mental health program
Breakthrough New York 540 East 76th Street, New York, NY 10021	2,000	educational enrichment
Children's Health Fund 215 West 125th St., New York, NY 10027	1,000	medical assistance: survivors of Hurricane Katrina
Fresh Youth Initiatives 505 West 171st St., New York, NY 10032	15,000	community service education
Friends of the Children New York 218 West 113th St., New York, NY 10026	16,000	child mental health and social work support services
Global Kids 137 East 25th St., New York, NY 10017	15,000	youth leadership training
The GO Project 86 Fourth Ave., New York, NY 10003	15,000	remedial education program
Legal Outreach 36-14 35th St., Long Island City, NY 11106	11,000	educational enrichment
The Teak Fellowship 16 West 22nd St., New York, NY 10010	15,000	educational enrichment
TOTAL	**$ 120,300**	

Stephen & May Cavin Leeman Foundation, Inc Year Ended June 30, 2010

Form 990-PF Page 3 Part IV

Capital Gains and Losses For Tax on Investment Income

	Gross Sales Price	Cost	Long-Term Gains (losses)	Short-Term Gains (losses)
Merrill Lynch Account # 849-04C21	$48,116	60,827	($13,311)	$600
Merrill Lynch Managed Account # 849-04G22	314,201	298,807	2,210	13,184
Merrill Lynch Managed Account # 849-04G23	103,123	105,108	(6,333)	4,348
Merrill Lynch Managed Account # 849-04G24	157,021	147,750	8,931	340
Vanguard Portfolio	275,141	282,984	(7,843)	
	$897,602	$895,476	($16,346)	$18,472

Note Transaction detail will be provided upon request

The Stephen and May Cavin Leeman Foundation Inc
Form 990PF
Fiscal Year ended June 30 2010

ID # 23-7057183

Investments Part II

Line 10 A - Government Securities		# Share or Face	Cost	Market Value
Merrill Lynch Account # 849-04G22		Various	$28,602	$29 476

Line 10 B - Equity Investments		# Share	Cost	Market Value
Investments in Mutual Funds				
American Capital World G&I	05/20/04	1104	38 318	32 461
Blackrock Global Allocation Fd A	09/18/03	6052	88,630	103,251
Blackrock Equity Div Fd A	7/27/2005	6269	96,901	91,353
Jennison Health Sciences FD Cl B	07/27/05	601	11,507	10,454
Jennison Natural Resources FD Cl B	05/13/08	276	12 237	9 529
Van Eck Global Hard Assets Fd CL C	10/1/2007	297	14 431	9 832
Vanguard Intermediate Term Inv Fd		15139	132 938	151,696
Vanguard Dividend Growth Fund		3374	40,814	40 926
Vanguard FTSE Social Index Fd		9585	71 116	60 386
Vanguard Capital Opportunity Fd		1410	80,469	86 791
Vanguard Convertible Securities Fd		2445	31 950	29 803
Vanguard Health Care Fund		1385	66,760	65 139
Vanguard ST Investment Grade		16263	172 323	174,498
Vanguard International Explorer Fd		4883	68 515	62 605
Vanguard Select Value Fd		3678	63 550	57 196
Vanguard Mid-Cap Index Fund		1250	20,546	20 020
Vanguard Windsor II Fd		2185	113,895	82 955
Total Investments in Mutual Funds			1 124 900	1 088,895

Investments in Equity Securities		# Share	Cost	Market Value
Asia Pulp & Paper	11/12/97	100000	3,503	0
Aqua America	02/06/03	833	10,170	14,727
ASA LTD	09/03/09	450	10,870	12,168
AT & T Inc	02/07/08	200	7 414	4,838
AES Trust III Pfd	08/14/07	200	9 750	8 670
AES Trust III Pfd	01/04/08	100	4 821	4 335
BPH Billiton Ltd	02/12/10	130	9 451	8 059
ConocoPhilips	08/30/06	100	6 521	4 936
Duke Energy	07/21/04	468	6 847	7,468
ChevronTexaco Corp	12/30/02	150	5 056	10,179
Dominion Res Inc	06/26/97	400	7 303	15,496
Johnson &Johnson	08/14/07	200	12 538	11 812
Randgold Resoources	06/17/10	100	9,548	9 475
Schlumberger Ltd	04/08/10	100	6,700	5 534
Spectra Energy	07/21/04	234	4 936	4 696
Teva Pharmaceutical	06/17/10	100	5,549	5 199
Verizon Communications	12/30/02	200	7,599	5 604
Verizon Communications	05/30/03	100	3 715	2,802
Verizon Communications	08/30/06	100	3 439	2,802
Verizon Communications	11/02/06	4	153	122
Kinder Morgon Energy Ptr LP	12/18/06	200	9 881	13 012
Subtotal Investments in Equity Securities			145 764	151,954
Subtotal Investments in Mutual Funds and Equity Securities			1 270 664	1 240 849

	Cost	Market Value
Subtotal Investments in Mutual Funds and Equity Securities Brought Forward	1 270 664	1 240,849
Investments in Other Managed Equity Security Accounts		
Merrill Lynch Account # 849-04G22	161 386	162 159
Merrill Lynch Account # 849-04G23	89 530	86,650
Pershing	151 886	149 327
Subtotal of Accounts	402 802	398,136
TOTAL INVESTMENTS IN EQUITIES	$1 673,466	$1 638 985

Line 10 C - Corporate Bonds Investments	# Share	Cost	Market Value
Merrill Lynch Account # 849-04G22		41 072	47 414
Renaissancere Holdings Ltd Ser C Pfd6 08%	400	9 077	7 836
Renaissancere Holdings Ltd Ser C Pfd6 08%	6	153	127
		$50 302	$55,377

Summary

Government Securities	$28,602	$29,476
Investments in Mutual Funds	1,124,900	1,088,895
Investments in Equity Securities	145,764	151,954
Investments in Other Managed Equity Security Accounts	402,802	398,136
Investments in Corporate Bonds Investments	50,302	55,377
Total Portfolio	$1,752,370	$1,723,838

The Stephen and May Cavin Leeman Foundation, Inc
Form 990PF
Fiscal Year ended June 30, 2010

ID # 23-7057183

Part XV - Item #3

A) The principal activities of the foundation are directed to qualified publicly supported charities

Cash Balances
July 1, 2009- June 30, 2010

Part X - Average Monthly Fair Value of Securities and Other Assets

	Merrill Lynch 04c21	Vanguard	Merrill Lynch Managed	Merrill Lynch 04c21	Merrill Lynch Managed
				x	x
July 2009	408,058		544,845	86,064	32,207
August	412,535		559,448	86,618	32,411
September	435,284	800,000 *	571,306	80,761	37,944
October	586,050		562,114	86,704	41,786
November	434,359		501,550	138,989	25,679
December	441,437	854,011	503,332	28,682	28,909
January 31, 2010	425,001		485,156	22,505	31,407
February	426,245		491,972	27,186	34,843
March	443,727	891,215	517,252	28,009	29,612
April	443,161		470,829	61,250	41,018
May	409,657		428,911	31,805	54,754
June 30, 2010	416,797	832,014	438,134	50,596	39,037
	5,282,311	3,377,240	6,074,849	729,169	429,607
* estimate					
	/12Months	/4 Quarters	/12Months	/12Months	/12Months
	440,193	844,310	506,237	60,764	35,801
					96,565
				Other cash accounts	50,000
		Totals	1,790,740		146,565