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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning

, 2010, 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

Name of foundation

A Employer identification number

LEO MODEL FOUNDATION, INC

23-7084119

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

Room/suite

B Telephone number (see page 10 of the instructions)

C/O DR. PETER MODEL

500 EAST 63RD STREET, #24K

#24K

(215) 546-8058

City or town, state, and ZIP code

NEW YORK, NY 10065

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

J Accounting method ☒ Cash ☐ Accrual

of year (from Part II, col (c), line

☐ Other (specify)

16) \$ 44,420,866.

(Part I, column (d) must be on cash basis)

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 ☐**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)

	(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)	0			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	1,452	1,452		ATCH 1
4 Dividends and interest from securities	381,857	381,857		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	20,167,006			
b Gross sales price for all assets on line 6a	36,566,022			
7 Capital gain net income (from Part IV, line 2)		20,167,006		
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)	1,582,444	1,559,236		ATCH 3
12 Total Add lines 1 through 11	22,132,759	22,109,551		
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 4	1,587	1,587	0	0
b Accounting fees (attach schedule) ATCH 5	6,360	0	0	3,180
c Other professional fees (attach schedule) *	9,433	6,081	0	2,352
17 Interest ATTACHMENT 7	31	31	0	0
18 Taxes (attach schedule) (see page 14 of the instructions) *	125,476	7,183	0	0
19 Depreciation (attach schedule) and depletion				
20 Occupancy	3,522	1,466		2,056
21 Travel, conferences, and meetings	3,948			3,948
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 9	72,903	61,455	0	9,999
24 Total operating and administrative expenses Add lines 13 through 23	223,260	77,803	0	21,535
25 Contributions, gifts, grants paid	2,277,700			2,277,700
26 Total expenses and disbursements Add lines 24 and 25	2,500,960	77,803	0	2,299,235
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	19,631,799			
b Net investment income (if negative, enter -0-)		22,031,748		
c Adjusted net income (if negative, enter -0-)				

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

* ATCH 6 JSA ** ATCH 8

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		4,582,287.	61,791.	61,791.
	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 15 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). **		0.	3,532,492.	3,525,596.
	b	Investments - corporate stock (attach schedule) ATCH 11		15,192,072.	16,914,850.	20,055,522.
	c	Investments - corporate bonds (attach schedule) ATCH 12		0.	1,025,681.	1,024,890.
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 13		1,536,936.	19,421,010.	19,753,067.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		21,311,295.	40,955,824.	44,420,866.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)			0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		21,311,295.	40,955,824.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		0.		
	30	Total net assets or fund balances (see page 17 of the instructions)		21,311,295.	40,955,824.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		21,311,295.	40,955,824.	

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	21,311,295.
2	Enter amount from Part I, line 27a	2	19,631,799.
3	Other increases not included in line 2 (itemize) ATTACHMENT 14	3	13,138.
4	Add lines 1, 2, and 3	4	40,956,232.
5	Decreases not included in line 2 (itemize) ATTACHMENT 15	5	408.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	40,955,824.

**ATCH 10

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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			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
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	20,167,006.	
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.

(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))
2009	2,308,738.	37,020,766.	0.062363
2008	1,914,265.	45,415,987.	0.042150
2007	2,114,689.	49,681,015.	0.042565
2006	2,155,197.	44,178,447.	0.048784
2005	1,198,968.	37,491,036.	0.031980
2 Total of line 1, column (d)			2 0.227842
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 0.045568
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 42,090,284.
5 Multiply line 4 by line 3			5 1,917,970.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 220,317.
7 Add lines 5 and 6			7 2,138,287.
8 Enter qualifying distributions from Part XII, line 4 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.			8 2,299,235.

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		1	220,317.
b Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" 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	220,317.
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	220,317.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	174,512.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	68,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	242,512.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	981.	
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	21,214.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input checked="" type="checkbox"/> 21,214. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		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?		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
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► NY, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> ALLEN MODEL Telephone no <input type="checkbox"/> 215-546-8058			
Located at <input type="checkbox"/> 1500 WALNUT ST., STE. 1300 PHILADELPHIA, PA ZIP + 4 <input type="checkbox"/> 19102				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	<input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year		<input type="checkbox"/> 15		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>			
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 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 2010)	3b	X
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 2010?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐ **5 b** ☒ X

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No **6 b** ☒ X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No **7 b** ☒ X

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 16		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 ☐

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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
ATTACHMENT 17		52,854.
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 24 of the instructions)

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

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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	28,804,862.
b	Average of monthly cash balances	1b	4,852,507.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	9,073,884.
d	Total (add lines 1a, b, and c)	1d	42,731,253.
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	42,731,253.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	640,969.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	42,090,284.
6	Minimum investment return. Enter 5% of line 5	6	2,104,514.

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	2,104,514.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	220,317.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	220,317.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,884,197.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,884,197.
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	1,884,197.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,299,235.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,299,235.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	220,317.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,078,918.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,884,197.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			1,511,408.	
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				0.
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 2,299,235.				
a Applied to 2009, but not more than line 2a			1,511,408.	
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 2010 distributable amount				787,827.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				1,096,370.
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	0.			

Form 990-PF (2010)

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b 85% of line 2a				
c Qualifying distributions from Part XII line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3 Complete 3a b or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest dividends, rents, payments on securities loans (section 512(a)(5)) or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

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

N/A

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

N/A

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

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

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

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
<i>a Paid during the year</i>				
ATTACHMENT 18				
Total			3a	2,277,700.
<i>b Approved for future payment</i>				
Total			3b	

Form 990-PF (2010)

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		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X

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

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

<input checked="" type="checkbox"/> <i>[Signature]</i>	<input checked="" type="checkbox"/> 9/27/11	<input checked="" type="checkbox"/> <i>President</i>
Signature of officer or trustee	Date	Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶				

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)	
35098104.		SEE ATTACHED STMT A PROPERTY TYPE: SECURITIES 14995974.				P	VAR 20102130.	VAR
157,346.		SEE ATTACHED STMT A PROPERTY TYPE: SECURITIES 191,491.				P	VAR -34,145.	VAR
1,310,572.		SEE ATTACHED STMT A-1 PROPERTY TYPE: SECURITIES 1,211,551.				P	VAR 99,021.	VAR
TOTAL GAIN(LOSS)							<u>20167006.</u>	

Totals for All Portfolios
3/17/2011
2:47pm

Leo Model Foundation, Inc
Gains and Losses by Symbol
1/01/2010 to 12/31/2010

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Symbol	Asset Name	Asset Type	Units	Purch Date	Sale Date	Lot Cost	Net Sale Proc.	Gain/(Loss)
MBLX	Metabolix, Inc.	Common Stock	10,000.0000	12/17/2007	7/07/2010	195,507.50	138,948.65	(\$56,558.85)
MMC	Marsh & McLenna	Common Stock	10,000.0000	11/21/2005	6/24/2010	298,506.00	228,881.11	(\$69,624.89)
MMC	Marsh & McLenna	Common Stock	3,000.0000	9/10/2004	6/24/2010	137,946.00	68,664.33	(\$69,281.67)
MMC	Marsh & McLenna	Common Stock	24,500.0000	9/02/2004	6/24/2010	1,103,596.25	560,758.73	(\$542,837.52)
MS	Morgan StnlyDWD	Common Stock	3,200.0000	2/07/1995	6/24/2010	21,602.47	77,777.24	\$56,174.77
MS	Morgan StnlyDWD	Common Stock	4,000.0000	2/07/1995	6/24/2010	27,003.09	97,221.55	\$70,218.46
MS	Morgan StnlyDWD	Common Stock	6,000.0000	2/07/1995	6/24/2010	40,504.64	145,832.32	\$105,327.69
MS	Morgan StnlyDWD	Common Stock	8,000.0000	2/07/1995	6/24/2010	54,006.18	194,443.10	\$140,436.91
MYL	Mylan Inc.	Common Stock	2,000.0000	12/06/2007	6/24/2010	28,103.90	35,208.90	\$7,105.00
MYL	Mylan Labs	Common Stock	27,400.0000	7/02/2007	6/24/2010	496,835.98	482,361.95	(\$14,474.03)
MYL	Mylan, Inc.	Common Stock	98,000.0000	12/05/2007	6/24/2010	1,376,753.00	1,725,236.18	\$348,483.18
PFE	Pfizer	Other	20,000.0000	11/21/2005	6/24/2010	432,006.00	287,836.90	(\$144,169.10)
PFE	Pfizer Inc	Common Stock	10,500.0000	6/20/1986	6/24/2010	28,967.96	151,114.37	\$122,146.41
PFE	Pfizer Inc	Common Stock	31,300.0000	12/16/1987	6/24/2010	59,246.61	450,464.75	\$391,218.14
PMBIF	Pembina Pipelin	Common Stock	3,500.0000	7/07/2008	8/02/2010	58,155.13	64,034.95	\$5,879.82
PMBIF	Pembina Pipelin	Common Stock	6,500.0000	7/07/2008	7/23/2010	108,002.38	117,658.45	\$9,656.08
PMBIF	Pembina Pipeline	Common Stock	700.0000	7/10/2008	8/05/2010	11,798.40	12,602.03	\$803.64
PMBIF	Pembina Pipeline	Common Stock	1,000.0000	7/10/2008	8/06/2010	16,854.85	18,300.00	\$1,445.15
PMBIF	Pembina Pipeline	Common Stock	1,500.0000	6/27/2008	7/16/2010	26,563.43	25,764.90	(\$798.53)
PMBIF	Pembina Pipeline	Common Stock	1,500.0000	6/27/2008	7/21/2010	26,563.43	26,407.50	(\$155.93)
PMBIF	Pembina Pipeline	Common Stock	1,500.0000	7/03/2008	7/23/2010	26,138.48	27,151.95	\$1,013.48
PMBIF	Pembina Pipeline	Common Stock	1,800.0000	7/10/2008	8/02/2010	30,338.73	32,598.00	\$2,259.27
PMBIF	Pembina Pipeline	Common Stock	3,000.0000	7/03/2008	7/20/2010	52,276.95	52,900.20	\$623.25
PMBIF	Pembina Pipeline	Common Stock	3,000.0000	7/10/2008	8/05/2010	50,564.55	53,820.00	\$3,255.45
PMBIF	Pembina Pipeline	Common Stock	3,500.0000	7/10/2008	8/05/2010	58,991.97	62,788.95	\$3,796.98
PMBIF	Pembina Pipeline	Common Stock	4,500.0000	6/30/2008	7/21/2010	80,776.35	79,222.50	(\$1,553.85)
PMBIF	Pembina Pipeline	Common Stock	5,500.0000	6/30/2008	7/20/2010	98,726.65	96,983.70	(\$1,742.95)
PMBIF	Pembina Pipeline	Common Stock	5,500.0000	7/03/2008	7/22/2010	95,841.08	98,340.00	\$2,498.92
PMBIF	Pembina Pipeline	Common Stock	7,000.0000	6/27/2008	7/19/2010	123,962.65	122,159.80	(\$1,802.85)
ODEL	Quidel Corp	Common Stock	500.0000	6/09/2009	7/08/2010	7,096.95	6,240.69	(\$856.26)
ODEL	Quidel Corp	Common Stock	500.0000	6/12/2009	7/08/2010	7,094.00	6,240.69	(\$853.31)
ODEL	Quidel Corp	Common Stock	2,600.0000	6/03/2009	7/06/2010	37,145.16	32,435.49	(\$4,709.67)
ODEL	Quidel Corp	Common Stock	7,400.0000	6/03/2009	7/07/2010	105,720.84	91,924.94	(\$13,795.90)
ODEL	Quidel Corp	Common Stock	9,500.0000	6/09/2009	7/07/2010	134,842.05	118,011.75	(\$16,830.30)
ODEL	Quidel Corp	Common Stock	9,500.0000	6/12/2009	7/08/2010	134,786.00	118,573.20	(\$16,212.80)
ODEL	Quidel Corp	Common Stock	10,000.0000	6/18/2009	7/09/2010	133,900.00	124,542.89	(\$9,357.11)
SHPGY	Shire Pharmactl	Common Stock	300.0000	3/11/2003	7/07/2010	4,878.00	18,889.63	\$14,011.63
SHPGY	Shire Pharmactl	Common Stock	17,500.0000	3/11/2003	7/07/2010	285,783.75	1,101,895.12	\$816,111.37
SHPGY	Shire Pharmactl	Common Stock	19,000.0000	3/11/2003	7/06/2010	310,279.50	1,206,473.90	\$896,194.40
SRCL	Stericycle Inc.	Common Stock	800.0000	6/14/2000	6/24/2010	4,160.00	51,645.79	\$47,485.79
SRCL	Stericycle Inc.	Common Stock	800.0000	10/05/2000	6/24/2010	5,485.00	51,645.79	\$46,160.79
SRCL	Stericycle Inc.	Common Stock	1,200.0000	6/16/2000	6/24/2010	6,390.00	77,468.68	\$71,078.68
SRCL	Stericycle Inc.	Common Stock	1,200.0000	10/05/2000	6/24/2010	8,246.25	77,468.68	\$69,222.43
SRCL	Stericycle Inc.	Common Stock	1,600.0000	10/05/2000	6/24/2010	11,120.00	103,291.58	\$92,171.58
SRCL	Stericycle Inc.	Common Stock	2,000.0000	10/05/2000	6/24/2010	13,712.50	129,114.47	\$115,401.97
SRCL	Stericycle Inc.	Common Stock	2,000.0000	10/05/2000	6/24/2010	13,712.50	129,114.47	\$115,401.97
SRCL	Stericycle Inc.	Common Stock	2,400.0000	10/05/2000	6/24/2010	16,530.00	154,937.37	\$138,407.37
SRCL	Stericycle Inc.	Common Stock	2,800.0000	10/05/2000	6/24/2010	19,197.50	180,760.26	\$161,562.76
SRCL	Stericycle Inc.	Common Stock	3,600.0000	6/14/2000	6/24/2010	18,270.00	232,406.05	\$214,136.05
SRCL	Stericycle Inc.	Common Stock	4,000.0000	6/16/2000	6/24/2010	21,300.00	258,228.95	\$236,928.95
SRCL	Stericycle Inc.	Common Stock	4,000.0000	10/05/2000	6/24/2010	27,300.00	258,228.95	\$230,928.95
SRCL	Stericycle Inc.	Common Stock	4,000.0000	10/05/2000	6/24/2010	27,675.00	258,228.95	\$230,553.95
SRCL	Stericycle Inc.	Common Stock	4,000.0000	10/05/2000	6/24/2010	27,300.00	258,228.95	\$230,928.95
SRCL	Stericycle Inc.	Common Stock	4,000.0000	10/05/2000	6/24/2010	27,487.50	258,228.95	\$230,741.45
SRCL	Stericycle Inc.	Common Stock	4,800.0000	6/16/2000	6/24/2010	25,560.00	309,874.74	\$284,314.74
SRCL	Stericycle Inc.	Common Stock	7,200.0000	6/15/2000	6/24/2010	37,890.00	464,812.11	\$426,922.11
SRCL	Stericycle Inc.	Common Stock	8,000.0000	6/14/2000	6/24/2010	43,975.00	516,457.90	\$472,482.90
SRCL	Stericycle Inc.	Common Stock	8,000.0000	6/15/2000	6/24/2010	42,600.00	516,457.90	\$473,857.90
TRX B	Tronox Inc	Common Stock	3,315.0000	4/05/2006	7/06/2010	64,211.55	1,558.02	(\$62,653.53)
XEC	Cimarex Energy	Common Stock	500.0000	4/21/1998	6/24/2010	5,868.75	36,072.63	\$30,203.88
XEC	Cimarex Energy	Common Stock	500.0000	4/22/1998	6/24/2010	6,306.25	36,072.63	\$29,766.38
XEC	Cimarex Energy	Common Stock	500.0000	4/22/1998	6/24/2010	6,337.50	36,072.63	\$29,735.13
XEC	Cimarex Energy	Common Stock	500.0000	4/22/1998	6/24/2010	6,275.00	36,072.63	\$29,797.63
XEC	Cimarex Energy	Common Stock	1,000.0000	4/21/1998	6/24/2010	12,425.00	72,145.27	\$59,720.27
XEC	Cimarex Energy	Common Stock	1,000.0000	4/21/1998	6/24/2010	11,800.00	72,145.27	\$60,345.27
XEC	Cimarex Energy	Common Stock	1,000.0000	4/21/1998	6/24/2010	11,675.00	72,145.27	\$60,470.27
XEC	Cimarex Energy	Common Stock	1,000.0000	4/21/1998	6/24/2010	12,300.00	72,145.27	\$59,845.27
XEC	Cimarex Energy	Common Stock	1,000.0000	9/30/1998	6/24/2010	6,925.00	72,145.27	\$65,220.27

STATEMENT A

Totals for All Portfolios
3/17/2011
2:47pm

Leo Model Foundation, Inc
Gains and Losses by Symbol
1/01/2010 to 12/31/2010

Page 3

Symbol	Asset Name	Asset Type	Units	Purch Date	Sale Date	Lot Cost	Net Sale Proc.	Gain/(Loss)
XEC	Cimarex Energy	Common Stock	1,000.0000	10/01/1998	6/24/2010	7,050.00	72,145.27	\$65,095.27
XEC	Cimarex Energy	Common Stock	1,000.0000	10/01/1998	6/24/2010	7,050.00	72,145.27	\$65,095.27
XEC	Cimarex Energy	Common Stock	1,500.0000	4/21/1998	6/24/2010	18,637.50	108,217.90	\$89,580.40
XEC	Cimarex Energy	Common Stock	1,500.0000	4/21/1998	6/24/2010	17,325.00	108,217.90	\$90,892.90
XEC	Cimarex Energy	Common Stock	1,500.0000	4/21/1998	6/24/2010	18,825.00	108,217.90	\$89,392.90
XEC	Cimarex Energy	Common Stock	1,500.0000	4/21/1998	6/24/2010	18,825.00	108,217.90	\$89,392.90
XEC	Cimarex Energy	Common Stock	1,500.0000	4/21/1998	6/24/2010	18,731.25	108,217.90	\$89,486.65
XEC	Cimarex Energy	Common Stock	1,500.0000	9/30/1998	6/24/2010	10,293.75	108,217.90	\$97,924.15
XEC	Cimarex Energy	Common Stock	1,500.0000	10/01/1998	6/24/2010	10,575.00	108,217.90	\$97,642.90
XEC	Cimarex Energy	Common Stock	2,000.0000	4/21/1998	6/24/2010	24,100.00	144,290.54	\$120,190.54
XEC	Cimarex Energy	Common Stock	2,000.0000	4/21/1998	6/24/2010	25,100.00	144,290.54	\$119,190.54
XEC	Cimarex Energy	Common Stock	2,000.0000	4/21/1998	6/24/2010	25,100.00	144,290.54	\$119,190.54
XEC	Cimarex Energy	Common Stock	2,000.0000	9/30/1998	6/24/2010	14,100.00	144,290.54	\$130,190.54
XEC	Cimarex Energy	Common Stock	2,000.0000	10/01/1998	6/24/2010	14,100.00	144,290.54	\$130,190.54
XEC	Cimarex Energy	Common Stock	2,000.0000	10/01/1998	6/24/2010	14,100.00	144,290.54	\$130,190.54
XEC	Cimarex Energy	Common Stock	2,500.0000	10/01/1998	6/24/2010	17,625.00	180,363.17	\$162,738.17
XEC	Cimarex Energy	Common Stock	3,000.0000	4/21/1998	6/24/2010	37,650.00	216,435.81	\$178,785.81
XEC	Cimarex Energy	Common Stock	3,000.0000	4/21/1998	6/24/2010	37,462.50	216,435.81	\$178,973.31
XEC	Cimarex Energy	Common Stock	3,500.0000	4/21/1998	6/24/2010	43,925.00	252,508.44	\$208,583.44
Total for L			942,590.0000			\$14,995,974	\$35,098,104	\$20,102,130
S								
PFE	Pfizer	Common Stock	10,933.0000	10/16/2009	6/24/2010	191,491.50	157,346.04	(\$34,145.45)
GRAND TOTAL			953,523.0000					

STATEMENT A

EIN: 23-7084119

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ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME - MORGAN	1,265.	1,265.
INTEREST INCOME - HAWTHORN	187.	187.
TOTAL	1,452.	1,452.

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME - MORGAN	208,313.	208,313.
DIVIDEND INCOME - HAWTHORN	116,884.	116,884.
INTEREST INCOME - HAWTHORN	56,660.	56,660.
TOTAL	<u>381,857.</u>	<u>381,857.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
1128 ASSOCIATES, LP	12,959.	0.
BPG PARTNERSHIP VI, LP	-25,439.	-12,664.
BPG INVESTMENT PRTNSHP VIIIA, LP	-4,759.	-4,759.
BPG INVESTMENT PRTNSHP VIIA, LP	-866.	-866.
LOCUST COURT ASSOCIATES, LP	30,358.	0.
BPG MULTI-FAMILY PARTNERSHIP, LP	-6,950.	384.
VERITABLE HR PARTNERS, LP	3,066.	3,066.
VITTORIA OFFSHORE FUND, LTD	1,517,835.	1,517,835.
PLEIADES OFFSHORE FUND, LTD	56,240.	56,240.
TOTALS	<u>1,582,444.</u>	<u>1,559,236.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	1,587.	1,587.		
TOTALS	1,587.	1,587.	0.	0.

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING AND TAX PREPARATION	6,360.			3,180.
TOTALS	<u>6,360.</u>	<u>0.</u>	<u>0.</u>	<u>3,180.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BOOKKEEPING SERVICES	9,433.	6,081.	0.	2,352.
TOTALS	<u>9,433.</u>	<u>6,081.</u>	<u>0.</u>	<u>2,352.</u>

ATTACHMENT 7

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INTEREST - MORGAN	31.	31.	0.	0.
TOTALS	31.	31.	0.	0.

ATTACHMENT 8

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL EXCISE TAX	118,293.	0.	0.	0.
FOREIGN TAXES	7,183.	7,183.	0.	0.
TOTALS	125,476.	7,183.	0.	0.

ATTACHMENT 9FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	55,359.	55,359.	0.	0.
INVESTMENT CUSTODIAN FEES	3,821.	3,821.	0.	0.
MESSENGER & DELIVERY SRVCS	59.	32.	0.	27.
NYS REGISTRATION FEES	750.	0.	0.	750.
OFFICE CLEANING	1,370.	545.	0.	825.
OFFICE EXPENSE	79.	7.	0.	72.
OFFICE SUPPLIES	307.	152.	0.	156.
POSTAGE	92.	32.	0.	60.
SECRETARIAL SERVICES	8,685.	760.	0.	7,925.
TELEPHONE	367.	183.	0.	184.
RETIREMENT BENEFIT	3,000.	0.	0.	0.
BANK CHARGES	6.	6.	0.	0.
MISCELLANEOUS EXPENSES	-992.	558.	0.	0.
TOTALS	72,903.	61,455.	0.	9,999.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ATTACHMENT 10</u>	
		<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
UNITED STATES TREAS NOTES (SEE ATTACHMENT 10-A)	0.	3,532,492.	3,525,596.
US OBLIGATIONS TOTAL	0.	3,532,492.	3,525,596.

LEO MODEL FOUNDATION, INC.

EIN: 23-7084119

Form 990PF - PART II - BALANCE SHEET

December 31, 2010

Security Description	Beginning of Year Units	Beginning of Year Book Value	End of Year Units	End of Year Book Value	End of Year Fair Market Value
Line 10(a) Investments - U.S. Obligations					
Unites States Treas Notes, due 12/15/2011	-	\$ -	1,000,000	\$ 1,008,789	\$ 1,007,500
Unites States Treas Notes, due 5/31/2011	-	-	800,000	804,125	802,248
Unites States Treas Notes, due 11/15/2012	-	-	700,000	713,563	710,388
Unites States Treas Notes, due 1/31/2012	-	-	1,000,000	1,006,016	1,005,460
Total - Investments - U.S. Obligations, Line 10a		\$ -		\$ 3,532,492	3,525,596
Line 10(b) Investments - stocks					
Publicly traded securities:					
Archer Daniels	57,290	440,902	-	-	-
Amgen Inc	33,552	791,245	-	-	-
Calpine	40,000	857,901	-	-	-
Pembina Pipeline	50,000	865,557	-	-	-
C AlumbradoElec	3,000	4,590	-	-	-
Apollo Invstmnt	33,439	502,245	-	-	-
Berkshire Hathaway	30	2,933,106	-	-	-
Crtigroup	25,000	240,902	-	-	-
Discover Financial Svc	10,600	70,438	-	-	-
Morgan StnlyDWD	21,200	143,117	-	-	-
JP Morgan Chase	21,014	230,029	-	-	-
Marsh & McClennan	37,500	1,540,048	-	-	-
Celgene	122,800	552,528	-	-	-
Eli Lilly & Co	17,600	69,733	-	-	-
Metabolix, Inc	18,000	365,437	-	-	-
Mylan Labs	127,400	1,901,693	-	-	-
Pfizer Inc	72,733	711,716	-	-	-
Shire Pharmactl	36,800	600,941	-	-	-
Stericycle Inc	66,400	397,911	-	-	-
Quidel Corp	40,000	560,587	-	-	-
Wyeth	-	-	-	-	-
Aptargroup, Inc	40,000	180,340	-	-	-
BP Amoco PLC	15,350	373,218	-	-	-
Tronoz Inc	3,315	64,212	-	-	-
Cimarex Energy	43,500	460,488	-	-	-
BRE PropertiesA	20,000	333,188	-	-	-
Mutual Funds:					
Blackrock Funds Money Mkt Fnd	-	-	100,681	100,681	100,681
PIMCO FDS High Yield Fund Inst'l	-	-	146,176	1,295,508	1,359,439
Ishares MSCI Eafe Index Fund	-	-	1,070	53,372	62,295
Ishares TR Russell 2000 Index FD	-	-	675	42,101	52,812
Spdr S&P 500 ETF Trust	-	-	108,221	11,322,029	13,608,791
Midcap Spdr Trust Series 1	-	-	9,507	1,241,375	1,565,613
AQR Diversified Arbitrade Fnd	-	-	23,400	254,875	260,675
Caldwell & Orkin Fds Inc Mkt Opp Fnd	-	-	12,906	251,000	252,438
Gateway Fnd	-	-	10,520	253,590	274,143
Higbridge Statistical Market Neut Fnd	-	-	16,354	251,000	245,640
Merger Fd	-	-	16,403	255,669	258,845

LEO MODEL FOUNDATION, INC.
Form 990PF - PART II - BALANCE SHEET
December 31, 2010

EIN: 23-7084119

Security Description	Beginning of Year Units	Beginning of Year Book Value	End of Year Units	End of Year Book Value	End of Year Fair Market Value
PIMCO Comm Real Ret Strt Fnd	-	-	109,497	808,064	1,017,226
Powershare DB Comm Indx Fnd	-	-	36,186	785,585	996,924
Total - Investments - corporate stock - Line 10(b)		\$ 15,192,072		\$ 16,914,850	\$ 20,055,522
Line 10 (c) Investments - corporate bonds:					
General Elec Cap Corp, Due 9/28/2012	-	-	500,000	511,710	510,685
JPMorgan Chase & CO, Due 12/26/2012	-	-	500,000	513,971	514,205
Total - Investments - corporate bonds - Line 10(c)		\$ -		\$ 1,025,681	\$ 1,024,890

ATTACHMENT 11FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORP STOCK - SEE ATCH 10-A	15,192,072.	16,914,850.	20,055,522.
TOTALS	<u>15,192,072.</u>	<u>16,914,850.</u>	<u>20,055,522.</u>

ATTACHMENT 12

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS -SEE ATCH 10-A	0.	1,025,681.	1,024,890.
TOTALS	0.	1,025,681.	1,024,890.

ATTACHMENT 13FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LP INTEREST - 1128 ASSOC	2,280.	1,255.	300,000.
LP INTEREST - LOCUST COURT	-118,010.	-86,102.	600,000.
LP INTEREST - BPG PRTN SHP VI	344,510.	319,071.	317,000.
LP INTEREST - BPG PRTN SHP VII	952,854.	951,988.	402,000.
LP INTEREST - BPG PRTN SHP VIII	355,302.	567,544.	366,133.
LP INTEREST - BPG MULTIFAMILY	0.	227,387.	253,192.
LP INTEREST - VERITABLE HR PRT	0.	415,792.	415,794.
LP INTEREST - VITTORIA OFFSHRE	0.	14,567,835.	14,403,738.
LP INTEREST - PLEIADES OFFSHRE	0.	2,056,240.	2,282,109.
LP INTEREST - ARCHVIEW CREDIT	0.	400,000.	413,101.
TOTALS	<u>1,536,936.</u>	<u>19,421,010.</u>	<u>19,753,067.</u>

ATTACHMENT 14FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAINS: VERITABLE HR PRNTRS LP	13,138.
TOTAL	<u>13,138.</u>

ATTACHMENT 15FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

OTHER DECREASE: VERITABLE HR PRTNRS LP

408.

TOTAL

408.

LEO MODEL FOUNDATION, INC

23-7084119.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ALLEN MODEL 1720 DELANCEY PLACE PHILADELPHIA, PA 19103	CHAIRMAN 10.00	0.	0.	0.
PETER MODEL 500 EAST 63RD STREET #24K NEW YORK, NY 10065	PRESIDENT 10.00	0.	0.	0.
MARJORIE RUSSEL 500 EAST 63RD STREET #24K NEW YORK, NY 10065	VICE PRESIDENT 2.00	0.	0.	0.
PAMELA GRACE ONE HANSON PLACE APT #25D BROOKLYN, NY 11243	SECRETARY 2.00	0.	0.	0.
ROBERTA GAUSAS 1720 DELANCEY PLACE PHILADELPHIA, PA 19103	VICE PRESIDENT 2.00	0.	0.	0.

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

ATTACHMENT 16 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PAUL MODEL 17 WEST 71ST STREET #10A NEW YORK, NY 10023	VICE PRESIDENT 2.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
VERITABLE L.P. 6022 WEST CHESTER PIKE NEWTOWN SQUARE, PA 19073	INVEST MGMNT FEES	52,854.
TOTAL COMPENSATION		<u>52,854.</u>

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED STATEMENT 18-A	NONE SEE ATTACHED STMT 12-A	SEE ATTACHED STATEMENT 18-A	2,277,700.
TOTAL CONTRIBUTIONS PAID			2,277,700.

LEO MODEL FOUNDATION		PART XV	TAX ID #23-7084119	
	2010			
<i>Grant Recipient/Address</i>	<i>Status</i>	<i>Purpose of Grant</i>		
Academy of Natural Sciences 19th & The Parkway Philadelphia, PA 19103	public charity	General operating support	\$26,000	
American Bird Conservancy P O Box 249 The Plains, VA 20198	509(a)1	General support of conservation efforts	\$82,000	
American Friends of the Israel Museum 500 Fifth Ave, Suite 2540 New York NY 10010	public charity	General Cultural Support	\$3,000	
American Friends of The Parents' Circle 301E 57th Street, 4th Floor New York, NY 10022	public charity	General operating support	\$5,000	
American Museum of Natural History Central Park W at 79th St New York NY 10024	public charity	General Cultural Support	\$1,000	
Amnesty International USA 5 Penn Plaza New York, NY 10001	509(a)1	General support for international human rights	\$8,200	
Astral Artistic Services 230 South Broad St., 9th Floor Philadelphia, PA 19102	501(c)(3)	General operating support for programs	\$23,500	
Athenaeum of Philadelphia 219 S 6th St Philadelphia PA 19106	509(a)1	General operating for rare books library	\$800	
Audubon 715 L St, Ste 200 Anchorage, AK 99501	509(a)1	General support of conservation efforts	\$200	
Audubon 225 Varick St, 7th Floor New York, NY 10014	509(a)1	Operating support	\$1,600	
Audubon Wyoming 400 East 1st St, Ste 308 Casper, WY 82601	509(a)1	General support of conservation efforts	\$250	
Bach Festival of Philadelphia P O Box 22617 Land Title Station Philadelphia, PA 19110	501(c)(3)	General operating support for programs	\$1,000	
Bat Conservation International P O Box 162603 Austin TX 78716	public charity	Conservation--Bats	\$70,000	

LEO MODEL FOUNDATION		PART XV	TAX ID #23-7084119	
	2010			
<i>Grant Recipient/Address</i>	<i>Status</i>	<i>Purpose of Grant</i>		
Berea College CPO 2216 Berea KY 40404	public charity	Higher Education--General Support		\$4,000
Bide a Wee Home Association 410 E 38th St New York NY 10016	public charity	Animal Shelter--General Support		\$1,000
Brookings Institution 1775 Massachusetts Ave Washington DC 20036	509(a)1	General operating expenses, non-profit think ta		\$50,000
Brooklyn Academy of Music 30 Layfayette Avenue Brooklyn, NY 11217	public charity	General Support		\$4,000
Brown University Box 1976 Providence RI 02912	public charity	Higher Education--General Support		\$2,000
Central Park Conservancy 14 E 60th Street New York, NY 10022	public charity	General operating support		\$1,000
Christopher Reeve Paralysis Association 500 Morris Avenue Springfield, NJ 07081	509(a)1 & 170b1a(vi)	Health-related research--General Support		\$1,000
City Harvest 575 Eighth Avenue, 4th Fl New York, NY 10018	509(a)1	General support for food pickup & distribution		\$10,400
Cobleskill Regional Hospital 178 Grandview Drive Cobleskill, NY 12043	public charity	General Operating Support		\$1,000
Cold Spring Harbor Laboratory Bungtown Rd Cold Spring Harbor NY 11724	public charity	Health-related research--General Support		\$2,000
Collegiate School 260 West 78th Street New York, NY 10024	509(a)1	General operating support		\$15,000
Columbia University P O Box 1383 New York, NY 10277	509(a)(1)	School of Social Work general operating supp		\$1,000
Committee to Protect Journalists 330 7th Ave , 11th Floor New York, NY 10001	public charity	General operating support		\$2,000
Conservation International 1015 18th St, NW, Ste 1000 Washington DC 20036	public charity	Conservation--International General Support		\$10,000

LEO MODEL FOUNDATION		PART XV	TAX ID #23-7084119	
	2010			
Grant Recipient/Address	Status	Purpose of Grant		
Consortium for Oceanographic Research 1201 New York Ave NW, Ste 420 Washington, DC 20005	public charity	General operating support	\$2,000	
Damon Runyon Cancer Research Fund One Exchange Plaza 55 Broadway Suite 302 New York, NY 10006	public charity	General operating support	\$10,000	
Doctors Without Borders 6 East 39th Street, 8th Floor New York NY 10016	public charity	General support for humanitarian services	\$6,000	
East Harlem Tutorial Program 2050 Second Ave New York NY 10029	public charity	Inner City Education--General Support	\$3,000	
EcoHealth Alliance f/ka Wildlife Trust 1200 Lincoln Ave, Suite 2 Prospect Park, PA 19076-2098	509(a)1	General operating for international conservatio for insect research in Indonesia	\$115,500	
Environmental Defense Fund 257 Park Ave S New York, NY 10010	public charity	General operating support	\$2,500	
Dysautonomia Foundation 315 W 39th St , Ste 701 New York, NY 10018	501(c)3 exempt	General operating support	\$1,000	
Filmmakers Collaborative 397 Moody Street Waltham, MA 02453	501(c)3 exempt	General operating support	\$500	
Film Society of Lincoln Center 70 Lincoln Center Plaza New York, NY 10023	501(c)3 exempt	General operating support	\$8,000	
Final Exit Network New York, NY	501(c)3 exempt	General operating support	\$1,000	
First Nations Development Institute 703 3rd Avenue, Suite B Longmont, CO 80501	public charity	General operating support	\$1,000	
Food Alergy Initiative 515 Madison Avenue New York NY 10023	public charity	General operating support	\$1,000	
Foundation for Int'l Community Assistance New York, NY 10023	501(c)3 exempt	General operating support	\$2,000	
Free Library of Philadelphia 1901 Vine Street, Ste 111 Philadelphia, PA 19103	501(c)3 exempt	General operating support	\$500	

LEO MODEL FOUNDATION		PART XV	TAX ID #23-7084119	
	2010			
<i>Grant Recipient/Address</i>	<i>Status</i>	<i>Purpose of Grant</i>		
Friends of Massey University 1209 G ST NE Washington, DD 20002	public charity	General operating support		\$30,000
Fresh Air Fund 1040 Ave of the Americas New York, NY 10018	public charity	Inner City Life Improvement--General Support		\$2,000
Friends of Poland 133 Edenwood, Apt 105 Ann Arbor, MI 48103	public charity	Education and Health training--General Support		\$1,000
Galapagos Conservancy 11150 Fairfax Boulevard, Suite 408 Fairfield, VA 22030	public charity	General operating support		\$1,000
George Landis Arboretum P O Box 186 Esperance NY 12066	public charity	Conservation general support		\$1,000
Germantown Friends School 31 W Coulter St Philadelphia PA 19144	509(a)1	Scholarship fund for underprivileged students		\$5,500
Glimmerglass Opera Box 191 Cooperstown, NY 13326	501(c)3 exempt	General operating support		\$1,750
Global Fund for Women 1375 Sutter St , Ste 400 San Francisco, CA 94109	public charity	General operating support		\$18,000
Goddard Riverside Community Center Development Office, 593 Columbus Ave New York, NY 10024	public charity	Inner City Life Improvement--General Support		\$1,000
Great Schools Partanership 482 Congress Street, Suite 500 Portland, ME 04101	public charity	General operating support		\$3,000
Grey2K USA Educational Fund P O Box 440142 Sommerville, MA 02144	public charity	General operating support		\$1,600
Hampshire College 893 West Street Amherst, MA 01002	public charity	Higher Education--General Support		\$50,000
Harvard University 124 Mt Auburn St Cambridge MA 02138	509(a)1	Endowment for scholarship assistance, Kennedy School & Law School		\$10,000
Holy Apostles Soup Kitchen 296 9th Ave New York NY 10001	public charity	Inner City Life Improvement--General Support		\$5,000

LEO MODEL FOUNDATION		PART XV	TAX ID #23-7084119	
	2010			
Grant Recipient/Address	Status	Purpose of Grant		
Human Rights Watch 350 5th Avenue New York, NY 10018	501(c)3 exempt	Outreach materials for human rights organization	\$10,000	
Humane Farming Association P O Box 3577 San Rafael, CA 94912	public charity	General operating support	\$10,000	
IFCO Pastors for Peace 402 W 145th Street New York, NY 10031	public charity	General operating support	\$1,000	
Illinois Wesleyan University P.O Box 2900 Bloomington, IL 61702	501(c)(3)	General operating support	\$30,000	
Innocence Project 40 Worth Street New York, NY 10013	public charity	General operating support	\$20,000	
International Rescue Committee 122 E 42nd St, 12th Fl New York NY 10168	public charity	Refugee Relief--General Support	\$9,000	
J Street P O Box 66073 Washington, DC 20035	501(c)(3)	General operating support	\$7,000	
Jackson Laboratories 600 Main St Bar Harbor ME 04609	public charity	Health Related Research--General Support	\$1,000	
Jerusalem Foundation 420 Lexington Ave , Ste 1645 New York, NY 10170	public charity	General operating support	\$235,000	
Jewish Home & Hospital Foundation 120 West 106th Street New York, NY 10025	public charity	General operating support	\$1,000	
Jewish Museum 1109 5th Avenue at 92nd St New York, NY 10020	public charity	General operating support	\$2,000	
Jewish Women's Resource Center 4037 Pine Street Philadelphia, PA 19104	public charity	General operating support	\$12,000	
John Bartram Association 54th & Lindbergh Blvd Philadelphia, PA 19143	public charity	General operating support	\$100	
Juvenile Law Center 1315 Walnut Street, 4th Floor Philadelphia, PA 19107	501(c)3 exempt	General operating support	\$9,000	

LEO MODEL FOUNDATION		PART XV	TAX ID #23-7084119	
	2010			
<i>Grant Recipient/Address</i>	<i>Status</i>	<i>Purpose of Grant</i>		
Lantern Theatre Company P O Box 53428 Philadelphia, PA 19105	public charity	General operating support	\$2,500	
Location One 26 Greene Street New York, NY 10013	public charity	General operating support	\$7,000	
Marine Fish Conservation Network 600 Pennsylvania Ave , Ste 210 Washington, DC 20003	public charity	General operating support	\$2,000	
Metropolitan Museum of Art 5th Ave at 82nd St New York NY 10028	public charity	General Cultural Support	\$3,000	
Middlesex School 1400 Lowell Rd, PO Box 9122 Concord MA 01742	509(a)	Matching grants for scholarship fund	\$65,000	
Moving Image, Inc 209 W Houston Street New York, NY 10014	501(c)3 exempt	General operating support	\$3,000	
Ms Foundation for Women 120 Wall Street, 33rd Floor New York NY 10005	509(a)	Women's economic development grants for underprivileged American girls & women	\$20,000	
Museum of Modern Art 11 W 53rd St New York NY 10019	public charity	General operating for art museum	\$4,000	
National Audubon Society 2701 Montchanin Rd Greenville DE 19807	509(a)1	General operating for bird conservation	\$200,000	
National Coalition Against Censorship 19 Fulton Street New York, NY 10038	501(c)3 exempt	General operating support	\$1,000	
Nature Conservancy in Pennsylvania 15 East Ridge Pike, Ste 100 Conshohocken, PA 19428	501(c)3 exempt	General operating support	\$7,500	
Neighborhood Gardens Assn 100 North 20th St , Fifth Floor Philadelphia, PA 19103	public charity	General operating support	\$1,000	
New Israel Fund 1101 14th St , NW, 6th Floor Washington, DC 10005	public charity	General operating support	\$20,000	
New School for Social Research 66 W 12th Street New York, NY 10011	501(c)3 exempt	Higher Education--General Support	\$10,000	

LEO MODEL FOUNDATION		PART XV	TAX ID #23-7084119	
	2010			
<i>Grant Recipient/Address</i>	<i>Status</i>	<i>Purpose of Grant</i>		
New York Botanical Garden Southern Blvd & 200th St Bronx NY 10458	public charity	General Cultural Support and support of new tropical medicines	\$28,000	
New York City Ballet New York, NY 10002	501(c)3 exempt	General operating support	\$2,750	
New York Gilbert & Sullivan 251 W 91st St, 4 C New York NY 10024	public charity	General Cultural Support	\$500	
New York Public Library 476 Fifth Ave New York NY 10018	public charity	General Cultural Support	\$1,000	
New York Restoration Project 1290 Avenue of the Americas New York, NY 10036	public charity	General operating for preservation of historic s	\$1,000	
New York Shakespeare Festival 425 Lafayette St New York NY 10003	public charity	General Cultural Support	\$4,000	
Nightingale Bamford School 20 East 92nd Street New York, NY 10128	public charity	Inner city education general support	\$20,000	
Northeast Wilderness Trust P O Box 406 Montpelier, VT 05601	public charity	Land Trust restoring and preserving landscape for wildlife and people	\$2,000	
Northside Center for Child Development 152 West 57th St , 52nd Fl New York, NY 10019	public charity	Inner city education general support	\$1,000	
Oberlin College 50 West Lorain Street Oberlin OH 44074	public charity	Higher Education--General Support	\$5,000	
Outward Bound Philadelphia 3250 W Sedgeley Drive Philadelphia, PA 19130	public charity	General operating support	\$250	
Oxfam America 28 West Street Boston MA 02111	public charity	Refugee and Famine Relief--General Support	\$5,000	
Partners in Health 641 Huntington Avenue Boston, MA 02115	public charity	General operating support	\$16,000	
Pema Chodron Foundation P O Box 770630 Steamboat Springs, CO 80477	public charity	General operating support	\$500	

LEO MODEL FOUNDATION		PART XV	TAX ID #23-7084119	
	2010			
<i>Grant Recipient/Address</i>	<i>Status</i>	<i>Purpose of Grant</i>		
PennEnvironment Research & Policy Cntr 1420 Walnut St , Ste 650 Philadelphia, PA 19102	501(c)3 exempt	General operating support		\$12,500
Penn Medicine Wissachickon Hospice 150 Monument Road, Suite 300 Bala Cynwyd, PA 19004	501(c)3 exempt	General operating support		\$500
PhilAbundance 3616 South Galloway Street Philadlephia, PA 19148	public charity	General operating support		\$5,500
Philadelphia Museum of Art Box 7646 Philadelphia PA 19101	509(a)1	General operating for art museum		\$23,500
Philadelphia Zoo 3400 West Girard Avenue Philadelphia, PA 19104	501(c)3 exempt	General operating support		\$5,000
Planned Parenthood Fed of America 810 7th Ave New York NY 10019	509(a)1	Birth Control Education--General Support		\$10,000
Planned Parenthood of New York 26 Bleecker St New York NY 10012	509(a)1	Birth Control Education--General Support		\$2,000
Planned Parenthood of Southeastern PA 1144 Locust St Philadelphia PA 19107	509(a)1	General operating for family planning activities in Southeastern Pennsylvania		\$500
Ploughshares Fund Fort Mason San Francisco CA 94123	public charity	Arms Control Education		\$5,000
Prep for Prep 328 W 71st St New York NY 10023	public charity	Inner City Education--General Support		\$3,000
Project VOTE 737 1/2 8th Street, SE Washington, DC 20003	501(c)(3)	General operating support		\$5,000
RARE Center for Tropical Conservation 1840 Wilson Blvd, Suite 402 Arlington, VA 22201-3000	509(a)1	International economic development grants and public education for conservation		\$100,000
Rockefeller University 1230 York Ave New York NY 10021	public charity	Higher Education--General Support		\$500
Sapientis P O Box 16873 San Juan, PR 00908	501(c)3 exempt	General operating support		\$1,000

LEO MODEL FOUNDATION		PART XV	TAX ID #23-7084119	
	2010			
<i>Grant Recipient/Address</i>	<i>Status</i>	<i>Purpose of Grant</i>		
Sarah Lawrence College 1 Mead Way Bronxville, NY 10708	501(c)3 exempt	General operating support	\$25,000	
Scholar Rescue Fund Institute of International Education 809 United Nations Plaza New York, NY 10017	public charity	General operating support	\$5,000	
Scholars at Risk Network c/o New York University 194 Mercer Street, Room 410 New York, NY 10012	public charity	General operating support	\$5,000	
Self Help Community Services 440 9th Ave New York NY 10001	public charity	Inner City Life Improvement--General Support	\$420,000	
Shambhala Meditation Center 118 W 22nd Street, 6th Floor New York, NY 10011	501(c)3 exempt	General operating support	\$800	
Shore P O Box 814 White Plains, NY 10602	public charity	Inner City Life Improvement--General Support	\$1,000	
Smith College 76 Elm Street Northampton, MA 01063	501(c)3 exempt	General operating support	\$5,000	
Solomon R Guggenheim Foundation 1071 Fifth Ave New York, NY 10128	501(c)3 exempt	General Cultural Support	\$2,000	
Southern Poverty Law Center 1001 S Hull St Montgomery, AL 36195	public charity	Education for Tolerance--General Support	\$30,000	
Sphinx Organization New York, NY 10020	501(c)3 exempt	General operating support	\$1,000	
Stanford University 301 Encina Hall Stanford CA 94305	public charity	Higher Education--General Support	\$1,500	
The Ocean Foundation 1990 M Street NW Washington, DC 20016	public charity	General operating support	\$1,000	
The Children's Storefront 70 E 129th St New York, NY 10035	501(c)3 exempt	General operating support	\$2,000	

LEO MODEL FOUNDATION		PART XV	TAX ID #23-7084119	
	2010			
<i>Grant Recipient/Address</i>	<i>Status</i>	<i>Purpose of Grant</i>		
The Doe Fund 232 E 84th St New York, NY 10028	501(c)3 exempt	General operating support		\$3,000
Trilogy An Opera Company 32 Howard Street Newark, NJ 07103	501(c)3 exempt	General operating support		\$6,000
UJA Foundation New York, NY 10002	501(c)3 exempt	General operating support		\$20,000
University of Pennsylvania, Law School 3400 Chestnut St Philadelphia PA 19104	101(6) education	Scholarship fund		\$100,000
U S Holocaust Memorial Museum 60 E 42nd Street New York, NY 10165	501(c)3 exempt	General operating support		\$2,000
Welcoming Center for New Pennsylvanians 1617 JFK Blvd., 13th Floor Philadelphia, PA 19103	501(c)3 exempt	General operating support		\$20,000
Whitney Museum of American Art 945 Madison Ave New York NY 10021	public charity	General Cultural Support		\$2,000
WHYY & 91 FM Independence Mall West 150 N 6th Street Philadelphia, PA 19106	501(c)3 exempt	General operating support		\$3,500
Wild Salmon Center 721 NW Ninth Ave , Ste 290 Portland, OR 97209	public charity	General operating support		\$2,500
Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10460	public charity	General operating support		\$2,000
WNET Channel 13 356 W 58th St New York NY 10019	public charity	General Cultural Support		\$3,000
WNYC/NY Public Radio P O Box 1550 New York, NY 10116	public charity	General Cultural Support		\$1,000
Women's Law Project 125 South Ninth St , Ste 300 Philadelphia, PA 19107	public charity	General operating support		\$1,000
Womens Way 1233 Locust St, Ste 300 Philadelphia PA 19107	509(a)1	General support for women's support fund		\$29,500

LEO MODEL FOUNDATION		PART XV	TAX ID #23-7084119	
	2010			
Grant Recipient/Address	Status	Purpose of Grant		
World of Children 6200 Stoneridge Mall Rd , 3rd Fl Pleasanton, CA 94588	501(c)3 exempt	General operating support		\$1,000
World Resources Institute 1709 New York Ave, NW Washington DC 20006	public charity	Conservation Education		\$5,000
Worldwide Film Expedition 243 Mount Avenue Missoula, MT 59801	501(c)3 exempt	General operating support		\$1,000
Yale Law School 127 Wall Street New Haven, CT 06511	509(a)1	General support		\$5,000
Yorkville Common Pantry Church St STA, P O Box 19012 New York NY 10277	509(a)1	Inner City Life Improvement--General Support		\$5,000
		TOTAL GRANTS DISBURSED IN FY 2010		\$2,277,700

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 19

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
1128 ASSOCIATES, LP	531390	12,959.			
BPG PARTNERSHIP VI	531390	-12,775.	16	-12,664.	
LOCUST COURT ASSOCIATES	531390	30,358.			
BPG MULTI-FAMILY PARTNERSHIP, LP	531390	-7,334.	16	384.	
TOTALS		<u>23,208.</u>		<u>-12,280.</u>	

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**.
Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization LEO MODEL FOUNDATION, INC	Employer identification number 23-7084119
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O DR. PETER MODEL, 500 East 63rd Street, #24K	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10065	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☒ **ALLEN MODEL**
Telephone No. FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until 11/15, 2011.
- 5 For calendar year 2010, or other tax year beginning , 20 , and ending , 20 .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$ <u>220,317.</u>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$ <u>242,512.</u>
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$ <u>0.</u>

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title Date

Form 8868 (Rev. 1-2011)