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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation
The Leonard and Joan Foundation

Number and street (or P O box number if mail is not delivered to street address): 1425 W. Fullerton Ave. Room/suite:

City or town, state, and ZIP code: Chicago IL 60614

A Employer identification number: 26-1367670

B Telephone number (see page 10 of the instructions): 773-525-5935

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 3,782,120

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	2,171	2,171	2,171	
4	Dividends and interest from securities	13,235	13,235	13,235	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	8,834			
b	Gross sales price for all assets on line 6a 1,324,862				
7	Capital gain net income (from Part IV, line 2)		8,834		
8	Net short-term capital gain			52,247	
9	Income modifications				
10a	Gross sales less returns & allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) Stmt 1	-508,573	-508,573	-508,573	
12	**Total.** Add lines 1 through 11	-484,333	-484,333	-440,920	
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) See Stmt 2	13,015			
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) Stmt 3	11,645			
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) Stmt 4	1,494			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) Stmt 5	251,114	300		222,354
24	**Total operating and administrative expenses.** Add lines 13 through 23	277,268	300	0	222,354
25	Contributions, gifts, grants paid	0			0
26	**Total expenses and disbursements.** Add lines 24 and 25	277,268	300	0	222,354
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-761,601			
b	**Net investment income** (if negative, enter -0-)		0		
c	**Adjusted net income** (if negative, enter -0-)			0	

Revenue; Operating and Administrative Expenses

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

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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)

		Line	Description		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing		1,351,215	871,854	871,854
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶	800			
		Less allowance for doubtful accounts ▶		400	800	800
	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 (att schedule) ▶				
		Less allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)	See Stmt 6	252,440	514,066	514,066
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶	2,394,000			
		Less accumulated depreciation (attach sch) ▶	Stmt 7	2,971,010	2,394,000	2,394,000
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)				
	14	Land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach sch) ▶				
	15	Other assets (describe ▶ See Statement 8)			1,400	1,400
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)		4,575,065	3,782,120	3,782,120
Liabilities	17	Accounts payable and accrued expenses		1,853	4,210	
	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 ▶ See Statement 9)		281,527	247,826	
	23	**Total liabilities** (add lines 17 through 22)		283,380	252,036	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ X and complete lines 24 through 26 and lines 30 and 31.**				
	24	Unrestricted		4,291,685	3,530,084	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	**Total net assets or fund balances** (see page 17 of the instructions)		4,291,685	3,530,084	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)		4,575,065	3,782,120	

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	4,291,685
2	Enter amount from Part I, line 27a	2	-761,601
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,530,084
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	3,530,084

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 ATTACHED MERRILL LYNCH ST	P	Various	Various
b	SEE ATTACHED MERRILL LYNCH LTCG	P	Various	Various
c	SEE ATTACHED MERRILL LYNCH LTCL	P	Various	Various
d	FRONTIER COMMUNICATIONS	P	07/16/10	07/16/10
e	Long Term Cap Gains Distrib.			

	(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	1,242,506		1,190,260	52,246
b	70,647		65,800	4,847
c	11,708		59,968	-48,260
d	1			1
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				52,246
b				4,847
c				-48,260
d				1
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 — 8,834

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 — 52,247

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	219,072	4,406,762	0.049713
2008			
2007			
2006			
2005			

2 Total of line 1, column (d)	2	0.049713
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	0.049713
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,447,075
5 Multiply line 4 by line 3	5	221,077
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	221,077
8 Enter qualifying distributions from Part XII, line 4	8	222,354

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	
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	0
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	630		
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	630
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	630
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 630 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? N/A	6		
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ IL			
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

				Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)		11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	

Website address ▶ N/A

14 The books are in care of ▶ WALTER STEARNS Telephone no ▶ 773-525-5935
1315 W. BARRY AVENUE
Located at ▶ CHICAGO IL ZIP+4 ▶ 60657

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

			Yes	No
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		X
	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 ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes X No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 22 of the instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes X 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)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	N/A	5b	
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOAN C. STEARNS 3950 W. BRYN MAWR UNIT 410	CHICAGO IL 60659	PRESIDENT 1.00	0	0	0
L. WALTER STEARNS 1315 W. BARRY AVENUE	CHICAGO IL 60657	VICE PRESIDE 2.00	0	0	0
EUGENE DIZON 1315 W. BARRY AVENUE	CHIGAGO IL 60657	SECRETARY 0.50	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 ▶ 0

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	425,328
b	Average of monthly cash balances	1b	1,117,893
c	Fair market value of all other assets (see page 25 of the instructions)	1c	2,971,576
d	**Total** (add lines 1a, b, and c)	1d	4,514,797
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	4,514,797
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	67,722
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,447,075
6	**Minimum investment return.** Enter 5% of line 5	6	222,354

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	222,354
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	222,354
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	222,354
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	222,354

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	222,354
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	222,354
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	222,354

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				222,354
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			29,072	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 222,354				
a Applied to 2009, but not more than line 2a			29,072	
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				193,282
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (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				
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				29,072
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				
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				

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,171	
4 Dividends and interest from securities			14	13,235	
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			14	-508,573	
8 Gain or (loss) from sales of assets other than inventory			14		8,834
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		-493,167	8,834

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -484,333

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

L Walter Stearns | 8-25-2011 | Vice President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed
Michael J. Flood	Michael J. Flood	08/22/11	

Firm's name ▶	CAUFIELD & FLOOD	PTIN	P00534187
Firm's address ▶	407 CONGRESS PARKWAY STE A	Firm's EIN ▶	36-3648619
	CRYSTAL LAKE, IL 60014	Phone no	815-455-9538

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Non-Dividend Distributions	$ 481	$ 481	$ 481
Long-term Capital Gain Distri	10	10	10
Unrealized Loss on Property	-577,010	-577,010	-577,010
Unrealized Gain on Investment	67,946	67,946	67,946
Total	$ -508,573	$ -508,573	$ -508,573

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Legal Fees	$ 13,015	$	$	$
Total	$ 13,015	$ 0	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Other Professional Fees	$ 11,645	$	$	$
Total	$ 11,645	$ 0	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Property Taxes	$ 864	$	$	$
Federal Excise Taxes	630			
Total	$ 1,494	$ 0	$ 0	$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
Donations	222,354			222,354
Filing Fees	578			
Insurance	3,884			
Investment Fees	300	300		
Landscaping	1,241			
Office Supplies	134			
Repairs and Maintenance	20,573			
Utilities	2,050			
Total	$ 251,114	$ 300	$ 0	$ 222,354

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See Attached Schedules	$ 252,440	$ 514,066	Market	$ 514,066
Total	$ 252,440	$ 514,066		$ 514,066

Statement 7 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
Land, Building and Equipment	$ 2,971,010	$ 2,394,000	$	$ 2,394,000
Total	$ 2,971,010	$ 2,394,000	$ 0	$ 2,394,000

Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
Dividend Receivable	$	$ 1,400	$ 1,400
Total	$ 0	$ 1,400	$ 1,400

Statement 9 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
ACCRUED PROPERTY TAXES	$ 63,381	$ 27,775
ACCRUED FEDERAL TAX	199	
DONATIONS PAYABLE	217,947	220,051
Total	$ 281,527	$ 247,826

BL 3/31/11

THE LEONARD & JOAN FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

Your Tax Reporting Statement information that follows is a personal summary of your account activity and is not reported to the IRS.

The Capital Gain and Loss Transaction section is provided to facilitate your review and the preparation of your tax return. In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that an election was in effect to amortize the premium paid on the purchase of taxable bonds. The gain (loss) information may not include return of capital, sales load deferral or wash sales adjustments. RICs (which may include mutual funds and unit investment trusts) may reclassify principal distributions as capital gains. The Cost Basis for these securities may not have been adjusted on your statement to reflect such reclassifications. Please refer to information provided by the RIC and discuss with your tax advisor. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount (OID) obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

Data from Forms 1099 (reportable Dividend and Interest) is also repeated in this summary for your convenience. Additionally, we have included items such as margin interest and select account fees if applicable. Please discuss the deductibility of these items with your tax advisor. For select clients, we have also included a summary of Visa charges and checking activity.

Merrill Lynch is neither a tax return preparer nor tax advisor. Please see your tax advisor for more information.

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
SHORT TERM CAPITAL GAINS								
ALTRIA GROUP INC	2100.0000	01/11/10	07/12/10			44,183.24	43,050 00	1,133.24
	200.0000	01/11/10	07/12/10			4,207.93	4,099.00	108.93
	200.0000	01/11/10	07/12/10			4,207.93	4,099.84	108 09
		Security Subtotal				***52,599.10***	***51,248.84***	***1,350.26***
ARES CAPITAL CORP	200.0000	01/26/10	03/08/10			2,769 96	2,596.00	173 96
	2400.0000	01/26/10	03/08/10			33,263 57	31,152.00	2,111 57
	700.0000	01/26/10	03/08/10			9,701.87	9,086.00	615.87
	100.0000	01/26/10	03/08/10			1,385 98	1,298.00	87.98
	500.0000	01/26/10	03/08/10			6,929.92	6,494 99	434.93
	100.0000	01/26/10	03/08/10			1,386.00	1,299.01	86.99
	700.0000	07/28/10	08/05/10			10,164.94	9,786.00	378.94
	1300.0000	07/28/10	08/05/10			18,877.76	18,187 00	690.76
	100.0000	07/28/10	08/05/10			1,452.23	1,399.00	53.23
	771.0000	07/28/10	08/05/10			11,194 72	10,786.29	408.43
	1129.0000	07/28/10	08/05/10			16,392.81	15,806.00	586.81
		Security Subtotal				***113,519.76***	***107,890.29***	***5,629.47***
AT& T INC	300 0000	01/11/10	09/23/10			8,495.85	8,219 76	276 09
	1700 0000	01/11/10	09/23/10			48,147.43	46,578 64	1,568 79
		Security Subtotal				***56,643.28***	***54,798.40***	***1,844.88***

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Merrill Lynch
Bank of America Corporation

Account No. 682-07027 | Taxpayer No. 26-1367670

THE LEONARD & JOAN FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
AMER EXPRESS COMPANY	1000 0000	09/08/10	09/20/10			42,263 48	40,665 30	1,598 18
	100.0000	10/11/10	11/05/10			4,348.92	3,855.98	492.94
	400.0000	10/11/10	11/05/10			17,395.71	15,423.96	1,971.75
	200.0000	10/11/10	11/05/10			8,698 69	7,711.98	986.71
	300.0000	10/11/10	11/05/10			13,048.04	11,568.00	1,480.04
	128.0000	11/23/10	12/02/10			5,605.02	5,452.33	152.69
	72.0000	11/23/10	12/02/10			3,153.55	3,066.93	86 62
	200.0000	11/23/10	12/02/10			8,761.85	8,519 26	242.59
	600.0000	11/23/10	12/02/10			26,291.55	25,557.78	733.77
		Security Subtotal				***129,566.81***	***121,821.52***	***7,745.29***
BP PLC SPON ADR	500.0000	03/12/10	04/14/10			29,694 49	28,700.00	994.49
	500.0000	03/12/10	04/14/10			29,694.94	28,705.00	989.94
		Security Subtotal				***59,389.43***	***57,405.00***	***1,984.43***
BOEING COMPANY	300.0000	09/21/10	10/05/10			20,021 66	19,370.85	650.81
	300.0000	09/21/10	10/05/10			20,021.66	19,373 85	647 81
	100.0000	09/21/10	10/05/10			6,674 17	6,458 00	216 17
	300.0000	09/21/10	10/05/10			20,024 66	19,374.00	650 66
	900.0000	11/23/10	12/02/10			59,241 49	58,123.44	1,118.05
	100.0000	11/23/10	12/02/10			6,582.39	6,459.00	123.39
		Security Subtotal				***132,566.03***	***129,159.14***	***3,406.89***
NUVEEN INS MUNI OPPTY	100.0000	11/17/10	11/22/10			1,366 87	1,353.00	13.87
	2400 0000	11/17/10	11/22/10			32,805.04	32,544 00	261.04
	1420.0000	11/17/10	11/22/10			19,409.65	19,269.40	140.25
	80 0000	11/17/10	11/22/10			1,093 51	1,085 60	7.91
		Security Subtotal				***54,675.07***	***54,252.00***	***423.07***
APOLLO INVESTMENT CORP	400.0000	03/16/10	04/05/10			5,145.91	4,996.00	149.91
	900 0000	03/16/10	04/05/10			11,578 84	11,241.00	337 84
	200 0000	03/16/10	04/05/10			2,573.07	2,502 00	71 07
	200 0000	03/16/10	04/05/10			2,573.07	2,504.00	69 07
	100.0000	03/16/10	04/05/10			1,286 53	1,255.00	31 53
	300.0000	03/16/10	04/05/10			3,859.61	3,768 00	91 61
	198 0000	03/16/10	04/05/10			2,547.34	2,490 84	56 50
	34.0000	03/16/10	04/05/10			437.42	428.06	9.36
	100.0000	03/16/10	04/05/10			1,286.73	1,262.01	24.72
	134.0000	03/16/10	04/05/10			1,723 96	1,688.40	35.56
	500.0000	03/16/10	04/05/10			6,432.70	6,305.00	127.70
	934.0000	03/16/10	04/05/10			12,016 29	11,787.07	229 22
		Security Subtotal				***51,461.47***	***50,227.38***	***1,234.09***

R/C 3/31/11

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Bc 3/31/11

THE LEONARD & JOAN FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
GENERAL ELECTRIC	3000 0000	09/08/10	10/07/10			50,444 14	47,730 00	2,714 14
	1400.0000	10/18/10	12/16/10			24,625.58	22,942.50	1,683.08
	1600.0000	10/18/10	12/16/10			28,150.24	26,220.00	1,930.24
		Security Subtotal				***103,219.96***	***96,892.50***	***6,327.46***
KANSAS CITY SOUTHERN	200 0000	07/19/10	07/22/10			7,333.87	6,879.80	454 07
	100.0000	07/19/10	07/22/10			3,668.94	3,439.90	229 04
	300.0000	07/19/10	07/22/10			11,015.81	10,319.70	696.11
	200.0000	07/19/10	07/22/10			7,345 09	6,879 80	465.29
	100.0000	07/19/10	07/22/10			3,674.94	3,439.90	235.04
	800.0000	07/19/10	07/22/10			29,447 50	27,519 20	1,928.30
	200.0000	07/19/10	07/22/10			7,369.87	6,879.80	490.07
	100.0000	07/19/10	07/22/10			3,686.94	3,439 90	247 04
	700 0000	08/11/10	09/03/10			25,822.56	25,199.65	622.91
	300.0000	08/11/10	09/03/10			11,066 81	10,800 00	266 81
	100.0000	08/13/10	09/03/10			3,688 94	3,499 00	189 94
	400.0000	08/13/10	09/03/10			14,756 75	13,996 00	760.75
	500.0000	08/13/10	09/03/10			18,446 79	17,495 00	951.79
		Security Subtotal				***147,324.81***	***139,787.65***	***7,537.16***
KRAFT FOODS INC VA CL A	2000.0000	08/07/09	03/18/10			59,429.44	58,118 40	1,311 04
MACERICH CO	1000.0000	05/24/10	09/02/10			43,158 76	41,417.30	1,741 46
STEEL DYNAMICS INC COM	2800.0000	01/25/10	03/08/10			49,308.77	47,627.71	1,681.06
	200.0000	01/25/10	03/08/10			3,521 95	3,401.99	119.96
	100.0000	05/10/10	12/20/10			1,773.72	1,590.00	183.72
	900.0000	05/10/10	12/20/10			15,963 48	14,319.00	1,644 48
	800.0000	05/10/10	12/20/10			14,197.76	12,728.00	1,469 76
	200.0000	05/10/10	12/20/10			3,549.70	3,182.00	367.70
		Security Subtotal				***88,315.38***	***82,848.70***	***5,466.68***
UNITED STS STL CORP NEW	300.0000	09/21/10	11/05/10			14,375 75	13,754 01	621.74
	700.0000	09/21/10	11/05/10			33,550 43	32,092 69	1,457.74
		Security Subtotal				***47,926.18***	***45,846.70***	***2,079.48***
VALERO ENERGY CORP NEW	1600.0000	11/17/10	12/02/10			31,983.45	30,618 08	1,365 37
	100.0000	11/17/10	12/02/10			1,999.97	1,913.63	86 34
	200.0000	11/17/10	12/02/10			4,001 93	3,827 26	174.67
	100.0000	11/17/10	12/02/10			2,001.47	1,913 75	87 72
		Security Subtotal				***39,986.82***	***38,272.72***	***1,714.10***

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THE LEONARD & JOAN FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
VERIZON COMMUNICATNS COM	2000 0000	01/11/10	09/20/10			62,723 93	60,273 48	2,450 45
		Short Term Capital Gains Subtotal				**1,242,506.23**	**1,190,260.02**	**52,246.21**
NET SHORT TERM CAPITAL GAIN (LOSS)								**52,246.21**
LONG TERM CAPITAL GAINS								
ARES CAPITAL CORP	100.0000	06/05/08	01/11/10			1,355.96	1,264.00	91.96
	100.0000	06/05/08	01/11/10			1,355.96	1,264.00	91.96
	100.0000	06/05/08	01/11/10			1,355.96	1,264.00	91.96
	100.0000	06/05/08	01/11/10			1,355 96	1,264 00	91.96
	92.0000	06/05/08	01/11/10			1,251.16	1,164 72	86.44
	100.0000	06/05/08	01/11/10			1,359.96	1,266.00	93.96
	100.0000	06/05/08	01/11/10			1,359.96	1,266 00	93.96
	608.0000	06/05/08	01/11/10			8,268.61	7,703.35	565.26
	100.0000	06/05/08	01/11/10			1,359 96	1,267.00	92.96
	100.0000	06/05/08	01/11/10			1,359 96	1,267 00	92 96
	800.0000	06/05/08	01/11/10			10,879 72	10,136 01	743 71
	100.0000	06/05/08	01/11/10			1,359.96	1,267.00	92 96
	100.0000	06/05/08	01/11/10			1,359 97	1,263.00	96.97
	100.0000	06/05/08	01/11/10			1,359.96	1,263.00	96.96
	100.0000	06/05/08	01/11/10			1,359.96	1,263.00	96.96
	100.0000	06/05/08	01/11/10			1,359.96	1,263.00	96.96
	100.0000	06/05/08	01/11/10			1,359.97	1,263.00	96.97
	100.0000	06/05/08	01/11/10			1,359.97	1,263.00	96.97
	100.0000	06/05/08	01/11/10			1,355.96	1,264.00	91.96
	100.0000	06/05/08	01/11/10			1,355.96	1,264.00	91.96
	100.0000	06/05/08	01/11/10			1,355.97	1,264.00	91.97
	100.0000	06/05/08	01/11/10			1,355.97	1,264 00	91.97
	100.0000	06/05/08	01/11/10			1,355.97	1,264.00	91.97
	100.0000	06/05/08	01/11/10			1,355.96	1,264.00	91.96
	100.0000	06/05/08	01/11/10			1,355.97	1,264 00	91 97
	100.0000	06/05/08	01/11/10			1,355.98	1,265.00	90 98
	300.0000	06/05/08	01/11/10			4,073.89	3,795 00	278 89
	100 0000	06/05/08	01/11/10			1,357.96	1,265.00	92 96
	100 0000	06/05/08	01/11/10			1,357 97	1,265 00	92 97
	100.0000	06/05/08	01/11/10			1,357 97	1,264.99	92.98
	100.0000	06/05/08	01/11/10			1,357.96	1,265 00	92 96
	100.0000	06/05/08	01/11/10			1,357 96	1,265.01	92 95
	27.0000	06/05/08	01/11/10			366.66	341 82	24 84
	73.0000	06/05/08	01/11/10			991.31	924.18	67 13

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Merrill Lynch
Bank of America Corporation

Account No.	Taxpayer No.	Page
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THE LEONARD & JOAN FOUNDATION

2010 ANNUAL STATEMENT SUMMARY

2010 CAPITAL GAIN AND LOSS TRANSACTIONS

Security Description	Quantity	Date Acquired Cover of Short	Date Liquidated Short Sale	Amortization/Accretion Year-to-Date	Amortization/Accretion Life-to-Date	Sales Price	Cost Basis	Gain or (Loss)
LONG TERM CAPITAL GAINS								
ARES CAPITAL CORP								
	100.0000	06/05/08	01/11/10			1,357 97	1,266 00	91 97
	100 0000	06/05/08	01/11/10			1,357.96	1,266 00	91 96
	100 0000	06/05/08	01/11/10			1,358.96	1,266 00	92.96
	100 0000	06/05/08	01/11/10			1,359 96	1,266 00	93.96
	100 0000	06/05/08	01/11/10			1,359.96	1,266 00	93 96
		Security Subtotal				***70,647.15***	***65,800.08***	***4,847.07***
		Long Term Capital Gains Subtotal				**70,647.15**	**65,800.08**	**4,847.07**
LONG TERM CAPITAL LOSSES								
FIRST INDL REALTY TR INC	600.0000	05/07/08	09/14/10			2,984.46	18,930.00	(15,945.54)
	400.0000	05/07/08	09/14/10			1,989.65	12,624.00	(10,634.35)
	100.0000	05/07/08	11/11/10			747 98	3,156.00	(2,408.02)
	300.0000	05/07/08	11/11/10			2,243.97	9,471.00	(7,227.03)
	100.0000	05/07/08	11/11/10			748.24	3,157.00	(2,408.76)
	300.0000	05/07/08	11/11/10			2,245.46	9,471.00	(7,225.54)
	100.0000	05/07/08	11/11/10			748.49	3,159 00	(2,410.51)
		Security Subtotal				***11,708.25***	***59,968.00***	***(48,259.75)***
		Long Term Capital Losses Subtotal				**11,708.25**	**59,968.00**	**(48,259.75)**
NET LONG TERM CAPITAL GAIN (LOSS)								**(43,412.68)**
OTHER TRANSACTIONS								
FRONTIER COMMUNICATIONS	2000 0000	07/16/10	07/16/10			0.57	N/A	N/A
		Other Transactions Subtotal				**0.57** A2.1		
TOTAL CAPITAL GAINS AND LOSSES						**1,324,862.20**	**1,316,028.10**	**8,833.53**
TOTAL REPORTABLE GROSS PROCEEDS						**1,324,862.20**		
DIFFERENCE						**0.00** **		TB.1

Note. Capital gains and losses in this statement are not reported to the Internal Revenue Service

** Difference reflects items that are included in the reportable gross proceeds section of your statement but are not included in the gain/loss section (e g , liquidation of fractional shares and the proceeds from certain tender offers). It also reflects items that are included in the gain/loss section of your statement but not in the reportable gross proceeds section (e.g., option premium received)

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26-1367670
LEONARD AND JOAN FOUNDATION
12-31-10
FORM 990 PF
. ATTACHMENT

Merrill Lynch

EMA Fiscal Statement

THE LEONARD & JOAN FOUNDATION

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Cash and Money Funds						
	CASH		91 56	91.56			
611,232	ML BANK DEPOSIT PROGRAM	08/31/09	611,232 00	611,232.00			1,528 08
	Total Cash and Money Funds		**611,323.56**	**611,323.56**			**1,528.08**

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
2,000	ALTRIA GROUP INC	11/23/10	49,315 00	49,240.00	(75 00)	3,040 00
600	AT& T INC	12/02/10	17,228 52	17,628 00	399 48	1,032.00
1,400	AT& T INC	12/02/10	40,208 00	41,132 00	924 00	2,408.00
1,000	BOEING COMPANY	12/10/10	64,805 80	65,260 00	454 20	1,680.00
5,000	CITIGROUP INC	08/25/09	24,549 50	23,650 00	(899.50)	
5,000	CITIGROUP INC	03/12/10	21,000 00	23,650.00	2,650.00	
200	DISNEY (WALT) CO COM STK	12/10/10	7,444 92	7,502 00	57 08	80 00
400	DISNEY (WALT) CO COM STK	12/10/10	14,891 00	15,004 00	113.00	160.00
400	DISNEY (WALT) CO COM STK	12/10/10	14,892 00	15,004.00	112 00	160 00

PLEASE SEE REVERSE SIDE

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LEONARD AND JOAN FOUNDATION 26-1367670
12 31-10
FORM 990 PF ATTACHMENT

Merrill Lynch

THE LEONARD & JOAN FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/10	Unrealized Gain or (Loss)	Est Annual Income
			Equities			
1,100	FIRST INDL REALTY TR INC REIT	05/07/08	34,749.00	9,636.00	(25,113.00)	
480	FRONTIER COMMUNICATIONS CORP	01/11/10	3,984.06	4,670.40	686 34	360.00
1,730	APOLLO INVESTMENT CORP	05/14/10	19,566.30	19,151.10	(415.20)	1,938.00
1,100	APOLLO INVESTMENT CORP	05/14/10	12,452 00	12,177.00	(275 00)	1,232.00
2,170	APOLLO INVESTMENT CORP	05/14/10	24,586 10	24,021.90	(564.20)	2,431 00
800	HEWLETT PACKARD CO DEL	11/09/10	35,876 64	33,680.00	(2,196.64)	256.00
200	HEWLETT PACKARD CO DEL	11/09/10	8,970.00	8,420.00	(550 00)	64.00
3,000	PFIZER INC	12/02/09	57,389.70	52,530 00	(4,859.70)	2,400.00
1,300	SPRINT NEXTEL CORP	12/08/10	5,502.51	5,499.00	(3.51)	
8,700	SPRINT NEXTEL CORP	12/08/10	36,844 50	36,801.00	(43 50)	
100	UBS AG REG	08/25/09	1,785.00	1,647 00	(138.00)	
2,900	UBS AG REG	08/25/09	51,763.84	47,763.00	(4,000 84)	
	Total Equities		**547,804.39**	**514,066.40**	**(33,737.99)**	**17,241.00**

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