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Form **990-PF**

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

OMB No 1545-0052

2010Department of the Treasury
Internal Revenue Service

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

, 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

**RALPH & ELEANOR LEATHERBY
FAMILY FOUNDATION**

A Employer identification number

33-0409041

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

2081 BUSINESS CENTER DRIVE

Room/suite

205

B Telephone number (see page 10 of the instructions)

949-333-8136

City or town, state, and ZIP code

IRVINE**CA 92612**H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c),

line 16) **\$ 1,127,709** (Part I, column (d) must be on cash basis)J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)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)

Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	10			
	2	Check ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	719	719		
	4	Dividends and interest from securities	32,845	32,845		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	38,836			
	b	Gross sales price for all assets on line 6a 453,130				
	7	Capital gain net income (from Part IV, line 2)		8,747		
	8	Net short-term capital gain			0	
	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 2	3,758				
12	Total. Add lines 1 through 11	76,168	42,311	0		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	2,950	1,475		1,475
	c	Other professional fees (attach schedule) STMT 4	184	184		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 5	4,099	334		3,765
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 6	166	166		
	24	Total operating and administrative expenses. Add lines 13 through 23	7,399	2,159	0	5,240
	25	Contributions, gifts, grants paid	101,601			101,601
26	Total expenses and disbursements. Add lines 24 and 25	109,000	2,159	0	106,841	
27	Subtract line 26 from line 12					
a	Excess of revenue over expenses and disbursements	-32,832				
b	Net investment income (if negative, enter -0-)		40,152			
c	Adjusted net income (if negative, enter -0-)			0		

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)		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		58,331	116,032	116,032
	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 (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) STMT 7		138,213	131,476	130,141
	b	Investments—corporate stock (attach schedule) SEE STMT 8		472,386	396,571	505,639
	c	Investments—corporate bonds (attach schedule) SEE STMT 9		251,265	246,582	260,743
Liabilities	11	Investments—land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach sch) ▶				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule) SEE STATEMENT 10		90,566	88,678	114,907
	14	Land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach sch) ▶				
	15	Other assets (describe ▶ SEE STATEMENT 11)		1,657	247	247
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		1,012,418	979,586	1,127,709
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	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	0	
		Foundations that follow SFAS 117, check here ▶ ☐				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☒				
	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		1,012,418	979,586	
	30	Total net assets or fund balances (see page 17 of the instructions)		1,012,418	979,586	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		1,012,418	979,586	
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	1,012,418			
2	Enter amount from Part I, line 27a	2	-32,832			
3	Other increases not included in line 2 (itemize) ▶	3				
4	Add lines 1, 2, and 3	4	979,586			
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	979,586			

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 NORTHERN TRUST				
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 8,747			8,747	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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			8,747	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)			2	8,747
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7				
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	
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				

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 nonchangible-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	97,860	985,225	0.099328
2008	142,739	1,215,605	0.117422
2007	1,790,751	2,096,516	0.854156
2006	1,057,457	3,079,086	0.343432
2005	1,081,159	4,045,926	0.267222
2 Total of line 1, column (d)			1.681560
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			0.336312
4 Enter the net value of nonchangible-use assets for 2010 from Part X, line 5			1,018,455
5 Multiply line 4 by line 3			342,519
6 Enter 1% of net investment income (1% of Part I, line 27b)			402
7 Add lines 5 and 6			342,921
8 Enter qualifying distributions from Part XII, line 4			106,841

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 ☐ and enter 1% of Part I, line 27b	1	803
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	803
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	803
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	3,755
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	3,755
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,952
11	Enter the amount of line 10 to be Credited to 2011 estimated tax 2,952 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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)? 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		X
c Did the foundation file Form 1120-POL for this year?	N/A	
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	N/A	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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) CA		
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

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? Website address ► N/A	13	X	
14	The books are in care of ► JOANN LEATHERBY 2081 BUSINESS CENTER DR., STE 205 Located at ► IRVINE CA ZIP+4 ► 92612 Telephone no ► 949-333-8136			
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			
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? 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 ►	16	Yes	No X

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)? Organizations relying on a current notice regarding disaster assistance check here N/A ► ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes	☒ No
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	☒ 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? N/A	4b	

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RALPH & ELEANOR LEATHERBY**33-0409041**Page **6****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** ☐ Yes ☒ No **X**

If "Yes" to 6b, file Form 8870

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

b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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
RUSSELL LEATHERBY 2081 BUSINESS CENTER DRIVE, STE 205 IRVINE CA 92612	SEC-TREA 1.00	0	0	0
JOANN LEATHERBY 2081 BUSINESS CENTER DRIVE, STE 205 IRVINE CA 92612	PRESIDENT 2.00	0	0	0
KATHRYN GILLIN 2081 BUSINESS CENTER DRIVE, STE 205 IRVINE CA 92612	DIRECTOR 0.25	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
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	961,759
b	Average of monthly cash balances	1b	72,082
c	Fair market value of all other assets (see page 25 of the instructions)	1c	123
d	Total (add lines 1a, b, and c)	1d	1,033,964
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	1,033,964
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	15,509
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,018,455
6	Minimum investment return. Enter 5% of line 5	6	50,923

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	50,923
2a	Tax on investment income for 2010 from Part VI, line 5	2a	803
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	803
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	50,120
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	50,120
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	50,120

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	106,841
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	106,841
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	106,841

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				50,120
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005	844,997			
b From 2006	852,774			
c From 2007	1,696,997			
d From 2008	142,739			
e From 2009	97,860			
f Total of lines 3a through e	3,635,367			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 106,841				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	106,841			
d Applied to 2010 distributable amount				
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))	50,120			50,120
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,692,088			
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				0
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)	794,877			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	2,897,211			
10 Analysis of line 9				
a Excess from 2006	852,774			
b Excess from 2007	1,696,997			
c Excess from 2008	142,739			
d Excess from 2009	97,860			
e Excess from 2010	106,841			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT A				101,601
Total			3a	101,601
b Approved for future payment N/A				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(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	719	
4	Dividends and interest from securities			14	32,845	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	38,836	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	NON-DIVIDEND DISTRIBUTION			14	3	
c	FEDERAL TAX OVERPAYMENT			1	3,755	
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		76,158	0
13	Total. Add line 12, columns (b), (d), and (e)				13	76,158

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

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

[illegible]

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?

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.

[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
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.

Signature of officer or trustee

Date _____

Title

Paid
Preparer
Use Only

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

MAGGIE W. WU

05/12/11

Firm's name ► **FA, LLP**

PTIN	P00243480
------	-----------

Firm's address ▶ 3100 BRISTOL ST STE 125
COSTA MESA, CA 92626

Firm's EIN ► 81-0591018

Phone no **714-241-0212**Form **990-PF** (2010)

**Ralph & Eleanor Leatherby
Family Foundation
Contributions
12/31/2010**

FEIN: 33-0409041

Part XV, Line 3:

Recipient's Name and Address	Relationship	Foundation Status	Purpose of Grant or Contribution	Amount
Pacific Symphony 3631 S Harbor Blvd Santa Ana, CA 92704-8908	None	Sec 501(c)(3)	General Support	5,000
South Coast Repertory 655 Town Center Drive Costa Mesa, CA 92626	None	Sec 501(c)(3)	General Support	1,380
Assistance League of Anaheim 1341 West La Palma Avenue Anaheim, CA 92803	None	Sec 501(c)(3)	General Support	1,000
Philharmonic Society 2082 Business Center Drive, Suite 100 Irvine, CA 92612	None	Sec 501(c)(3)	General Support	10,650
Crossline Community Church 23331 Moulton Parkway Laguna Hills, CA 92653	None	Sec 501(c)(3)	General Support	6,000
UCI Foundation University Drive Irvine, CA 92697	None	Sec 501(c)(3)	For Diabetes Treatment & Research	5,000
Harold Leestma Grant Fund 101 E 13th Street Holland, MI 49423	None	Sec 501(c)(3)	General Support	1,300
Irvine Barclay Theatre 4242 Campus Drive Irvine, CA 92612	None	Sec 501(c)(3)	General Support	2,271
KOCE-TV Foundation P O. Box 25113 Santa Ana, CA 92799	None	Sec 501(c)(3)	General Support	2,500
Casa Teresa 123 West Maple Avenue Orange, CA 92866	None	Sec 501(c)(3)	General Support	500
Orange County Community Foundation 30 Corporate Park Suite 410 Irvine CA 92606	None	Sec 501(c)(3)	General Support	6,000
Second Harvest Food Bank 426-A West Almond Orange, CA 92866	None	Sec 501(c)(3)	General Support	10,000
Saddleback Memorial Foundation 24451 Health Center Dr Laguna Hills, CA 92653	None	Sec 501(c)(3)	General Support	30,000
Canyon Acres 160 S Fairmont Blvd Anaheim Hills CA 92808	None	Sec 501(c)(3)	General Support	20,000

Total				101,601
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Federal Statements

33-0409041

FYE: 12/31/2010

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	PURCHASE				
NT - SEE STATEMENT		VARIOUS	VARIOUS	\$ 81,988	PURCHASE	82,288	\$	\$	-300
NT - SEE STATEMENT		VARIOUS	VARIOUS	354,329	PURCHASE	326,449			27,880
NT - SEE STATEMENT		VARIOUS	VARIOUS	8,066	PURCHASE	5,557			2,509
TOTAL				\$ 444,383		\$ 414,294	\$ 0	\$ 0	\$ 30,089

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
NON-DIVIDEND DISTRIBUTION	\$ 3		\$
FEDERAL TAX OVERPAYMENT	3,755		
TOTAL	\$ 3,758	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEE	\$ 2,950	\$ 1,475	\$	\$ 1,475
TOTAL	\$ 2,950	\$ 1,475	\$ 0	\$ 1,475

33-0409041

Federal Statements

FYE: 12/31/2010

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
NORTHERN TRUST FEES	\$ 184	\$ 184	\$	\$
TOTAL	\$ 184	\$ 184	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
STATE TAX	\$ 10	\$	\$	\$ 10
FEDERAL TAX	3,755			3,755
FOREIGN TAX	334	334		
TOTAL	\$ 4,099	\$ 334	\$ 0	\$ 3,765

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
NT - MISC. INVESTMENT EXPENSE	166	166		
TOTAL	\$ 166	\$ 166	\$ 0	\$ 0

Federal Statements**Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US GOVERNMENT OBLIGATIONS	\$ 138,213	\$ 131,476	COST	\$ 130,141
TOTAL	\$ 138,213	\$ 131,476		\$ 130,141

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
NORTHERN TRUST	\$ 472,386	\$ 396,571	COST	\$ 505,639
TOTAL	\$ 472,386	\$ 396,571		\$ 505,639

Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
NORTHERN TRUST	\$ 251,265	\$ 246,582	COST	\$ 260,743
TOTAL	\$ 251,265	\$ 246,582		\$ 260,743

Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
REAL ESTATE	\$ 25,486	\$ 19,348	COST	\$ 28,995
COMMODITIES	65,080	69,330	COST	85,912
TOTAL	\$ 90,566	\$ 88,678		\$ 114,907

Statement 11 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
ACCRUED INCOME	\$ 1,657	\$ 247	\$ 247
TOTAL	\$ 1,657	\$ 247	\$ 247

Year Ended: December 31, 2010

33-0409041

RALPH & ELEANOR LEATHERBY
FAMILY FOUNDATION
2081 BUSINESS CENTER DRIVE 205
IRVINE, CA 92612

Treatment of Qualifying Distributions Election

Under IRC Section 4942(h)(2) and Reg. 53.4942(a)-3(d)(2), the nonoperating private foundation elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of:

☐ Undistributed income from the tax years ending:

Tax Year	Amount
_____	_____
_____	_____
_____	_____

☒ Corpus

/S/ Joann Leatherby
Name Joann Leatherby
Title President

2010 Tax Information Statement

Account Number: 23-87431
 Recipient's Tax ID Number: 33-0409041

Recipient's Name and Address:
 LEATHERBY FOUNDATION
 C/O LEATHERBY FAMILY OFFICES
 2081 BUSINESS CENTER DR. STE. 205
 IRVINE, CA 92612-1117

☐ Corrected ☐ 2nd TIN notice

NORTHERN TRUST, NA
 P.O. BOX 803878
 CHICAGO, IL 60680

2010 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
50,000	500255104	KOHL'S CORP	01/27/2009	01/14/2010	2,582.72	1,878.61	704.11	0.00
15,000	38141G104	GOLDMAN SACHS GROUP INC	04/03/2009	02/04/2010	2,282.78	1,765.60	517.18	0.00
232,610	22544R305	MFO CREDIT SUISSE COMMODITY-RETURN PLUS STRATEGY FD COM CL	06/04/2009	02/22/2010	1,933.00	1,946.94	-13.94	0.00
265,730	665162483	MFB NORTHERN FDS MULTI-MANAGER EMERGING MKTS EQTY FD	10/02/2009	02/22/2010	5,171.00	5,115.29	55.71	0.00
470,120	722005667	PIMCO COMMODITY REALRETURN STRATEGY FUND	VARIOUS	02/22/2010	3,808.00	3,389.81	418.19	0.00
10,000	38141G104	GOLDMAN SACHS GROUP INC	03/16/2009	03/05/2010	1,663.77	978.44	685.33	0.00
1229,450	22544R305	MFO CREDIT SUISSE COMMODITY-RETURN PLUS STRATEGY FD COM CL	06/04/2009	04/26/2010	10,352.00	10,290.49	61.51	0.00
80,000	61945A107	MOSAIC CO COM	VARIOUS	04/26/2010	4,234.85	4,645.02	-410.19	0.00
75,000	747525103	QUALCOMM INC	09/02/2009	04/26/2010	2,864.29	3,414.62	-550.33	0.00
120,000	000375204	ABB LTD SPONSORED ADR	10/22/2009	05/05/2010	2,188.56	2,557.78	-369.22	0.00
1393,360	22544R305	MFO CREDIT SUISSE COMMODITY-RETURN PLUS STRATEGY FD COM CL	VARIOUS	05/07/2010	11,119.00	11,297.41	-178.41	0.00
739,420	665162806	MFB NORTHERN FDS FIXED INCOME FD	06/03/2009	05/10/2010	7,616.00	7,312.86	303.14	0.00
70,000	126650100	CVS CORP COM STK	08/13/2009	06/11/2010	2,204.86	2,439.59	-234.73	0.00

This is important tax information and is being furnished to you.

2010 Tax Information Statement

Page 7 of 30

Account Number: 23-87431
 Recipient's Tax ID Number: 33-0409041

Recipient's Name and Address:
 LEATHERBY FOUNDATION
 C/O LEATHERBY FAMILY OFFICES
 2081 BUSINESS CENTER DR. STE. 205
 IRVINE, CA 92612-1117

☐ Corrected ☐ 2nd TIN notice

NORTHERN TRUST, NA
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
15.0000	231021106 CUMMINS ENGINE INC	09/02/2009	06/25/2010	1,075.93	674.92	401.01	0.00
5.0000	58155Q103 MCKESSON HBOC INC	12/08/2009	06/25/2010	340.14	305.71	34.43	0.00
5.0000	654106103 NIKE INC CLASS B	03/30/2010	06/25/2010	345.89	370.13	-24.24	0.00
10.0000	66987V109 ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098	02/04/2010	06/25/2010	487.59	542.26	-54.67	0.00
10.0000	871829107 SYSCO CORP	06/11/2010	06/25/2010	296.99	307.69	-10.70	0.00
10.0000	89417E109 THE TRAVELERS COMPANIES INC	11/09/2009	06/25/2010	506.59	535.02	-28.43	0.00
15.0000	913224P102 UNITEDHEALTH GROUP INC	02/04/2010	06/25/2010	448.49	490.95	-42.46	0.00
5.0000	025816109 AMERICAN EXPRESS CO	04/26/2010	07/13/2010	219.42	237.34	-17.92	0.00
30.0000	060505104 BK AMER CORP COM	04/08/2010	07/13/2010	464.99	558.94	-93.95	0.00
10.0000	263534109 E I DU PONT DE NEMOURS & CO	04/26/2010	07/13/2010	372.41	406.66	-34.25	0.00
20.0000	268648102 EMC CORP COM	05/03/2010	07/13/2010	398.90	387.82	11.08	0.00
5.0000	31428X106 FEDEX CORP COM	12/08/2009	07/13/2010	384.88	449.78	-64.90	0.00
5.0000	354613101 FRANKLIN RESOURCES INC	01/14/2010	07/13/2010	472.84	556.21	-83.37	0.00
20.0000	478366107 JOHNSON CONTROLS INC	01/14/2010	07/13/2010	593.18	597.41	-4.23	0.00
10.0000	548661107 LOWES COMPANIES INC	04/26/2010	07/14/2010	207.16	284.45	-77.29	0.00
5.0000	58155Q103 MCKESSON HBOC INC	12/08/2009	07/14/2010	336.15	305.71	30.44	0.00
10.0000	74251V102 PRINCIPAL FINANCIAL GROUP INC	05/10/2010	07/14/2010	251.64	299.61	-47.97	0.00
10.0000	871829107 SYSCO CORP	06/11/2010	07/14/2010	297.09	307.69	-10.60	0.00
5.0000	89417E109 THE TRAVELERS COMPANIES INC	11/09/2009	07/14/2010	254.80	267.51	-12.71	0.00

This is important tax information and is being furnished to you.

2010 Tax Information Statement

Account Number: 23-87431
 Recipient's Tax ID Number: 33-0409041

Recipient's Name and Address:
 LEATHERBY FOUNDATION
 C/O LEATHERBY FAMILY OFFICES
 2081 BUSINESS CENTER DR. STE. 205
 IRVINE, CA 92612-1117

☐ Corrected ☐ 2nd TIN notice

NORTHERN TRUST, NA
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
10.0000	91324P102	UNITEDHEALTH GROUP INC	02/04/2010	07/14/2010	298.59	327.30	-28.71	0.00
10.0000	966837106	WHOLE FOODS MKT INC	06/02/2010	07/14/2010	369.32	399.35	-30.03	0.00
70.0000	478366107	JOHNSON CONTROLS INC	VARIOUS	07/22/2010	2,081.81	1,879.90	201.91	0.00
1.0000	871829107	SYSCO CORP	06/11/2010	11/19/2010	28.72	30.77	-2.05	0.00
94.0000	871829107	SYSCO CORP	VARIOUS	11/19/2010	2,699.98	2,883.78	-183.80	0.00
5.0000	025816109	AMERICAN EXPRESS CO	04/26/2010	11/26/2010	212.45	237.34	-24.89	0.00
20.0000	060505104	BK AMER CORP COM	04/08/2010	11/26/2010	222.20	372.63	-150.43	0.00
5.0000	194162103	COLGATE-PALMOLIVE CO., COMMON STOCK, \$1 PAR	02/04/2010	11/26/2010	387.09	400.72	-13.63	0.00
5.0000	25746U109	DOMINION RES INC VA NEW	09/14/2010	11/26/2010	208.35	220.43	-12.08	0.00
10.0000	263534109	E I DU PONT DE NEMOURS & CO	VARIOUS	11/26/2010	464.50	436.17	28.33	0.00
25.0000	268648102	EMC CORP COM	VARIOUS	11/26/2010	544.24	529.31	14.93	0.00
10.0000	423074103	HEINZ H J CO COMMON STOCK	VARIOUS	11/26/2010	485.10	475.98	9.11	0.00
20.0000	464287176	MFC ISHARES TR BARCLAYS TIPS BD FD PROTECTED SECS FD	11/18/2010	11/26/2010	2,190.16	2,175.47	14.69	0.00
10.0000	48203R104	JUNIPER NETWORKS INC	11/19/2010	11/26/2010	341.29	348.04	-6.75	0.00
10.0000	548661107	LOWES COMPANIES INC	04/26/2010	11/26/2010	223.40	284.45	-61.05	0.00
5.0000	58155Q103	MCKESSON HBOC INC	12/08/2009	11/26/2010	323.14	305.71	17.43	0.00
10.0000	654106103	NIKE INC CLASS B	03/30/2010	11/26/2010	863.19	740.26	122.93	0.00
5.0000	66987V109	ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098	02/04/2010	11/26/2010	274.10	271.13	2.97	0.00

This is important tax information and is being furnished to you.

2010 Tax Information Statement

Account Number: 23-87431

Recipient's Tax ID Number: 33-0409041

Recipient's Name and Address:
LEATHERBY FOUNDATION
C/O LEATHERBY FAMILY OFFICES
2081 BUSINESS CENTER DR. STE. 205
IRVINE, CA 92612-1117

☐ Corrected ☐ 2nd TIN notice

NORTHERN TRUST, NA
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
10.0000	681919106 OMNICON GROUP	11/19/2010	11/26/2010	453.49	457.25	-3.76	0.00
20.0000	68389X105 ORACLE CORPORATION	VARIOUS	11/26/2010	549.19	561.71	-12.52	0.00
5.0000	74251V102 PRINCIPAL FINANCIAL GROUP INC	05/10/2010	11/26/2010	137.95	149.80	-11.85	0.00
15.0000	91324P102 UNITEDHEALTH GROUP INC	VARIOUS	11/26/2010	538.34	520.33	18.01	0.00
200.0000	060505104 BK AMER CORP COM	VARIOUS	12/03/2010	2,315.79	3,361.88	-1,046.10	0.00
Total Short Term Sales					81,988.30	-299.72	0.00
Long Term 15% Sales							
85.0000	450911102 ITT INDS INC	01/12/2009	01/14/2010	4,361.72	4,099.55	262.17	0.00
100.0000	46625H100 J P MORGAN CHASE & CO	01/12/2009	01/14/2010	4,472.48	2,599.00	1,873.48	0.00
476.4200	665162756 MFB NORTHN SHORT INTERMEDIATE US GOVT	01/29/2008	02/01/2010	4,950.00	4,892.83	57.17	0.00
45.0000	58405U102 MEDCO HEALTH SOLUTIONS INC	12/09/2005	02/04/2010	2,777.09	1,260.23	1,516.86	0.00
85.0000	808513105 SCHWAB CHARLES CORP COMMON STOCK NEW	01/12/2009	02/04/2010	1,514.16	1,320.90	193.26	0.00
55.0000	931142103 WAL MART STORES INC	01/12/2009	02/04/2010	2,938.30	2,844.05	94.25	0.00
60.0000	009158106 AIR PRODUCTS & CHEMICALS INC	01/12/2009	02/22/2010	4,185.14	3,398.40	786.74	0.00
740.3000	665162558 MFB NORTHN MULTI-MANAGER INTL EOTY FD FD	02/20/2007	02/22/2010	6,448.00	8,839.18	-2,391.18	0.00
15.0000	459200101 INTL BUSINESS MACHINES CORP	01/12/2009	03/05/2010	1,908.49	1,268.10	640.39	0.00
33.0000	826552101 SIGMA ALDRICH CORP	01/12/2009	03/22/2010	1,789.38	1,266.87	522.51	0.00
21.0000	826552101 SIGMA ALDRICH CORP	01/12/2009	03/23/2010	1,132.89	806.19	326.70	0.00

This is important tax information and is being furnished to you.

2010 Tax Information Statement

Page 10 of 30

Account Number: 23-87431
 Recipient's Tax ID Number: 33-0409041

Recipient's Name and Address:
 LEATHERBY FOUNDATION
 C/O LEATHERBY FAMILY OFFICES
 2081 BUSINESS CENTER DR. STE. 205
 IRVINE, CA 92612-1117

☐ Corrected ☐ 2nd TIN notice

NORTHERN TRUST, NA
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
6.0000	826552101	SIGMA ALDRICH CORP	01/12/2009	03/24/2010	322.31	230.34	91.97	0.00
65.0000	302571104	FPL GROUP INC	01/12/2009	03/30/2010	3,107.75	3,261.05	-153.30	0.00
85.0000	902973304	US BANCORP	01/12/2009	04/08/2010	2,275.48	1,928.65	346.83	0.00
35.0000	931142103	WAL MART STORES INC	01/12/2009	04/08/2010	1,939.85	1,809.85	130.00	0.00
504.9200	665162756	MFB NORTHN SHORT INTERMEDIATE US GOVT	02/23/2009	04/26/2010	5,231.00	5,321.86	-90.86	0.00
1223.7000	722005667	PIMCO COMMODITY REALRETURN STRATEGY FUND	03/30/2009	04/26/2010	9,912.00	7,501.28	2,410.72	0.00
15.0000	38141G104	GOLDMAN SACHS GROUP INC	03/16/2009	05/03/2010	2,231.34	1,467.65	763.69	0.00
30.0000	H8817H100	TRANSOCEAN LTD	01/12/2009	05/03/2010	2,099.93	1,593.30	506.63	0.00
50.0000	428236103	HEWLETT PACKARD CO COM	01/12/2009	05/10/2010	2,460.26	1,881.00	579.26	0.00
2795.2200	665162558	MFB NORTHN MULTI-MANAGER INTL EOTY FD FD	02/20/2007	05/10/2010	24,542.00	33,374.92	-8,832.92	0.00
50.0000	881624209	TEVA PHARMACEUTICALS INDS LTD ADR	02/10/2009	05/10/2010	2,942.32	2,130.86	811.46	0.00
30.0000	002824100	ABBOTT LABORATORIES	01/12/2009	06/02/2010	1,403.47	1,539.60	-136.13	0.00
20.0000	988606108	BHP LTD SPONSORED ADR	05/14/2009	06/02/2010	1,274.80	996.33	278.47	0.00
45.0000	00724F101	ADOBE SYS INC	01/12/2009	06/11/2010	1,414.62	1,084.95	329.67	0.00
25.0000	487836108	KELLOGG CO	01/12/2009	06/11/2010	1,340.16	1,087.00	253.16	0.00
55.0000	594918104	MICROSOFT CORP COM	VARIOUS	06/11/2010	1,396.93	514.40	882.53	0.00
20.0000	021441100	ALTERA CORP COM	03/20/2009	06/25/2010	508.19	349.92	158.27	0.00
5.0000	023135106	AMAZON COM INC	05/27/2009	06/25/2010	600.84	393.07	207.77	0.00

This is important tax information and is being furnished to you.

2010 Tax Information Statement

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Account Number: 23-87431
 Recipient's Tax ID Number: 33-0409041

Recipient's Name and Address:
 LEATHERBY FOUNDATION
 C/O LEATHERBY FAMILY OFFICES
 2081 BUSINESS CENTER DR. STE. 205
 IRVINE, CA 92612-1117

☐ Corrected ☐ 2nd TIN notice

NORTHERN TRUST, NA
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
5.0000	0378333100	APPLE COMPUTER INC.	06/03/2009	06/25/2010	1,338.43	700.15	638.28	0.00
15.0000	166764100	CHEVRONTXACO CORP COM	01/12/2009	06/25/2010	1,056.43	1,082.40	-25.97	0.00
45.0000	17275R102	CISCO SYS INC	VARIOUS	06/25/2010	1,005.73	677.80	327.93	0.00
10.0000	22160K105	COSTCO WHSL CORP NEW	01/12/2009	06/25/2010	563.84	494.00	69.84	0.00
5.0000	22544R305	MFO CREDIT SUISSE COMMODITY-RETURN PLUS STRATEGY FD COM CL	06/22/2009	06/25/2010	39.80	39.50	0.30	0.00
25.0000	235851102	DANAHER CORP	11/19/2001	06/25/2010	972.23	374.31	597.92	0.00
10.0000	254687106	WALT DISNEY CO	08/23/2006	06/25/2010	333.09	288.67	44.42	0.00
15.0000	291011104	EMERSON ELECTRIC CO	01/12/2009	06/25/2010	669.14	533.25	135.89	0.00
20.0000	30231G102	EXXON MOBIL CORP	10/29/1992	06/25/2010	1,190.38	244.12	946.26	0.00
25.0000	369604103	GENERAL ELECTRIC CO	11/14/1991	06/25/2010	374.30	146.61	227.69	0.00
5.0000	459200101	INTL BUSINESS MACHINES CORP	01/12/2009	06/25/2010	639.44	422.70	216.74	0.00
10.0000	46625H100	J P MORGAN CHASE & CO	04/03/2009	06/25/2010	386.29	282.00	104.29	0.00
10.0000	478160104	JOHNSON & JOHNSON	06/15/2007	06/25/2010	591.09	626.80	-35.71	0.00
10.0000	487836108	KELLOGG CO	01/12/2009	06/25/2010	526.49	434.80	91.69	0.00
5.0000	58405U102	MEDCO HEALTH SOLUTIONS INC	06/03/2009	06/25/2010	285.05	228.25	56.80	0.00
20.0000	594918104	MICROSOFT CORP COM	09/07/1993	06/25/2010	495.19	47.66	447.53	0.00
10.0000	637071101	NATIONAL-OILWELL INC	12/28/2007	06/25/2010	354.89	743.10	-388.21	0.00
95.0000	665162475	MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD	06/03/2009	06/25/2010	1,545.65	1,281.55	264.10	0.00

This is important tax information and is being furnished to you.

2010 Tax Information Statement

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Account Number: 23-87431
Recipient's Tax ID Number: 33-0409041

Recipient's Name and Address:
LEATHERBY FOUNDATION
C/O LEATHERBY FAMILY OFFICES
2081 BUSINESS CENTER DR. STE. 205
IRVINE, CA 92612-1117

☐ Corrected ☐ 2nd TIN notice

NORTHERN TRUST, NA
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
190.0000	665162483	MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EOTY FD	06/03/2009	06/25/2010	3,819.00	3,112.20	706.80	0.00
415.0000	665162558	MFB NORTHN MULTI-MANAGER INTL EOTY FD	02/20/2007	06/25/2010	3,506.75	4,955.10	-1,448.35	0.00
1385.0000	665162756	MFB NORTHN SHORT INTERMEDIATE US GOVT	02/23/2009	06/25/2010	14,584.05	14,597.90	-13.85	0.00
1560.0000	665162806	MFB NORTHERN FDS FIXED INCOME FD	06/03/2009	06/25/2010	16,208.40	15,428.40	780.00	0.00
15.0000	69331C108	PG&E CORP	12/11/2008	06/25/2010	627.14	553.05	74.09	0.00
15.0000	713448108	PEPSICO INC	09/07/1993	06/25/2010	922.48	276.04	646.44	0.00
60.0000	722005867	PIMCO COMMODITY REALRETURN STRATEGY FUND	06/22/2009	06/25/2010	452.40	421.20	31.20	0.00
40.0000	847560109	SPECTRA ENERGY CORP COM STK	12/11/2008	06/25/2010	831.19	650.00	181.19	0.00
10.0000	867224107	SUNCOR ENERGY INC NEW COM STK	12/28/2007	06/25/2010	320.99	552.70	-231.71	0.00
15.0000	872540109	TJX COS INC NEW	01/12/2009	06/25/2010	655.04	313.35	341.69	0.00
10.0000	913017109	UNITED TECHNOLOGIES CORP	01/12/2009	06/25/2010	672.99	525.90	147.09	0.00
15.0000	92343V104	VERIZON COMMUNICATIONS	06/15/2007	06/25/2010	431.09	644.12	-213.03	0.00
20.0000	949746101	WELLS FARGO & CO NEW	05/27/2009	06/25/2010	542.39	502.90	39.49	0.00
10.0000	G2554F105	COVIDIEN PLC	01/12/2009	06/25/2010	419.99	371.80	48.19	0.00
24.0000	35906A108	FRONTIER COMMUNICATIONS CORP COM	06/15/2007	07/09/2010	174.72	271.17	-96.45	0.00
10.0000	002824100	ABBOTT LABORATORIES	01/12/2009	07/13/2010	477.14	513.20	-36.06	0.00
15.0000	00724F101	ADOBE SYS INC	01/12/2009	07/13/2010	421.94	361.65	60.29	0.00

This is important tax information and is being furnished to you.

2010 Tax Information Statement

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Account Number: 23-87431

Recipient's Tax ID Number: 33-0409041

☐ Corrected ☐ 2nd TIN notice

NORTHERN TRUST, NA
P.O. BOX 803878
CHICAGO, IL 60680

Recipient's Name and Address:
LEATHERBY FOUNDATION
C/O LEATHERBY FAMILY OFFICES
2081 BUSINESS CENTER DR. STE. 205
IRVINE, CA 92612-1117

Number of shares	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
5.0000	021441100 ALTERA CORP COM	03/20/2009	07/13/2010	141.40	87.48	53.92	0.00
10.0000	088606108 BHP LTD SPONSORED ADR	05/14/2009	07/13/2010	675.05	498.16	176.89	0.00
20.0000	17275R102 CISCO SYS INC	10/25/1996	07/13/2010	461.19	133.33	327.86	0.00
10.0000	235951102 DANAHER CORP	11/19/2001	07/13/2010	380.85	149.72	231.13	0.00
10.0000	254687106 WALT DISNEY CO	08/23/2006	07/13/2010	343.54	288.67	54.87	0.00
5.0000	291011104 EMERSON ELECTRIC CO	01/12/2009	07/13/2010	233.23	177.75	55.48	0.00
25.0000	369604103 GENERAL ELECTRIC CO	11/14/1991	07/13/2010	379.99	146.61	233.38	0.00
10.0000	428236103 HEWLETT PACKARD CO COM	01/12/2009	07/13/2010	468.38	376.20	92.18	0.00
5.0000	478160104 JOHNSON & JOHNSON	06/15/2007	07/13/2010	302.85	313.40	-10.55	0.00
5.0000	487836108 KELLOGG CO	01/12/2009	07/13/2010	259.32	217.40	41.92	0.00
5.0000	G2554F105 COVIDIEN PLC	01/12/2009	07/13/2010	204.73	185.90	18.83	0.00
5.0000	30231G102 EXXON MOBIL CORP	10/29/1992	07/14/2010	295.33	61.03	234.30	0.00
10.0000	46825H100 J P MORGAN CHASE & CO	04/03/2009	07/14/2010	400.11	282.00	118.11	0.00
5.0000	58405U102 MEDCO HEALTH SOLUTIONS INC	06/03/2009	07/14/2010	282.77	228.25	54.52	0.00
10.0000	594918104 MICROSOFT CORP COM	09/07/1993	07/14/2010	254.22	23.83	230.39	0.00
5.0000	655044105 NOBLE ENERGY INC COM	04/17/2009	07/14/2010	330.05	308.84	21.21	0.00
10.0000	69331C108 PG&E CORP	12/11/2008	07/14/2010	424.24	368.70	55.54	0.00
5.0000	713448108 PEPSICO INC	09/07/1993	07/14/2010	316.53	92.01	224.52	0.00
10.0000	742718109 PROCTER & GAMBLE CO	01/09/2003	07/14/2010	621.46	426.75	194.71	0.00

This is important tax information and is being furnished to you.

2010 Tax Information Statement

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Account Number: 23-87431
 Recipient's Tax ID Number: 33-0409041

Recipient's Name and Address:
 LEATHERBY FOUNDATION
 C/O LEATHERBY FAMILY OFFICES
 2081 BUSINESS CENTER DR. STE. 205
 IRVINE, CA 92612-1117

☐ Corrected ☐ 2nd TIN notice

NORTHERN TRUST, NA
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
20.0000	808513105	SCHWAB CHARLES CORP COMMON STOCK NEW	01/12/2009	07/14/2010	287.25	310.80	-23.55	0.00
15.0000	847560109	SPECTRA ENERGY CORP COM STK	12/11/2008	07/14/2010	317.53	243.75	73.78	0.00
10.0000	867224107	SUNCOR ENERGY INC NEW COM STK	VARIOUS	07/14/2010	317.74	437.75	-120.01	0.00
5.0000	872540109	TJX COS INC NEW	01/12/2009	07/14/2010	211.60	104.45	107.15	0.00
5.0000	881624209	TEVA PHARMACEUTICALS INDS LTD ADR	01/14/2009	07/14/2010	271.75	212.91	58.84	0.00
10.0000	902973304	US BANCORP	01/12/2009	07/14/2010	241.37	226.90	14.47	0.00
5.0000	92343V104	VERIZON COMMUNICATIONS	06/15/2007	07/14/2010	134.44	201.15	-66.71	0.00
5.0000	931142103	WAL MART STORES INC	01/12/2009	07/14/2010	251.05	258.55	-7.50	0.00
10.0000	949746101	WELLS FARGO & CO NEW	05/27/2009	07/14/2010	275.65	251.45	24.20	0.00
10.0000	037833100	APPLE COMPUTER INC	05/27/2009	07/15/2010	2,487.69	1,335.61	1,152.08	0.00
15.0000	22544R305	MFO CREDIT SUISSE COMMODITY-RETURN PLUS STRATEGY FD COM CL	06/22/2009	07/15/2010	119.40	118.50	0.90	0.00
95.0000	92343V104	VERIZON COMMUNICATIONS	06/15/2007	07/15/2010	2,537.86	3,821.79	-1,283.93	0.00
35.0000	478160104	JOHNSON & JOHNSON	06/15/2007	07/22/2010	2,004.14	2,193.80	-189.66	0.00
29.0000	487836108	KELLOGG CO	01/12/2009	08/18/2010	1,476.20	1,260.92	215.28	0.00
18.0000	487836108	KELLOGG CO	01/12/2009	08/19/2010	897.48	782.64	114.84	0.00
18.0000	487836108	KELLOGG CO	01/12/2009	08/20/2010	893.66	782.64	111.02	0.00
6.0000	231021106	CUMMINS ENGINE INC	09/02/2009	09/09/2010	490.12	269.97	220.15	0.00
8.0000	231021106	CUMMINS ENGINE INC	09/02/2009	09/10/2010	656.94	359.96	296.98	0.00

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2010 Tax Information Statement

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Account Number: 23-87431
 Recipient's Tax ID Number: 33-0409041

Recipient's Name and Address:
 LEATHERBY FOUNDATION
 C/O LEATHERBY FAMILY OFFICES
 2081 BUSINESS CENTER DR. STE. 205
 IRVINE, CA 92612-1117

☐ Corrected ☐ 2nd TIN notice

NORTHERN TRUST, NA
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
16.0000	231021106 CUMMINS ENGINE INC.	09/02/2009	09/13/2010	1,347.77	719.92	627.85	0.00
80.0000	69331C108 PG&E CORP	12/11/2008	09/13/2010	3,499.06	2,949.60	549.46	0.00
80.0000	00724F101 ADOBE SYS INC.	01/12/2009	10/04/2010	2,062.91	1,928.80	134.11	0.00
75.0000	428236103 HEWLETT PACKARD CO COM	VARIOUS	10/04/2010	3,039.89	2,698.85	341.04	0.00
25000.0000	31398ATZ5 FNMA PREASSIGN 00432 2.875 10-12-2010	02/23/2009	10/12/2010	25,000.00	25,664.70	-664.70	0.00
88.0000	808513105 SCHWAB CHARLES CORP COMMON STOCK NEW	01/12/2009	11/02/2010	1,353.95	1,367.52	-13.57	0.00
27.0000	808513105 SCHWAB CHARLES CORP COMMON STOCK NEW	01/12/2009	11/03/2010	412.71	419.58	-6.87	0.00
682.5500	22544R305 MFO CREDIT SUISSE COMMODITY-RETURN PLUS STRATEGY FD COM CL	06/22/2009	11/18/2010	6,190.67	5,392.16	798.51	0.00
165.0000	665162475 MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD	06/03/2009	11/18/2010	3,072.30	2,225.86	846.44	0.00
70.0000	665162483 MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQUITY FD	10/02/2009	11/18/2010	1,697.50	1,347.50	350.00	0.00
70.0000	665162558 MFB NORTHN MULTI-MANAGER INTL EQUITY FD	02/20/2007	11/18/2010	685.30	835.80	-150.50	0.00
65.0000	665162574 MFB NORTHN MULTI-MANAGER MID CAP FD MID FOR NIMCX	01/12/2009	11/18/2010	710.45	421.85	288.60	0.00
1755.0000	665162699 MFB NORTHN HI YIELD FXD INC FD	01/29/2008	11/18/2010	12,864.15	13,285.36	-421.21	0.00
14.0000	023135106 AMAZON COM INC	04/17/2009	11/19/2010	2,297.06	1,082.96	1,214.10	0.00
125.0000	17275R102 CISCO SYS INC	10/25/1996	11/19/2010	2,450.16	833.33	1,616.83	0.00

This is important tax information and is being furnished to you.

2010 Tax Information Statement

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Account Number: 23-87431
 Recipient's Tax ID Number: 33-0409041

Recipient's Name and Address:
 LEATHERBY FOUNDATION
 C/O LEATHERBY FAMILY OFFICES
 2081 BUSINESS CENTER DR. STE. 205
 IRVINE, CA 92612-1117

☐ Corrected ☐ 2nd TIN notice

NORTHERN TRUST, NA
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
10.0000	021441100	ALTERA CORP COM	03/20/2009	11/26/2010	354.39	174.96	179.43	0.00
5.0000	166764100	CHEVRONTEXACO CORP COM	01/12/2009	11/26/2010	410.14	360.80	49.34	0.00
20.0000	17275R102	CISCO SYS INC	10/25/1996	11/26/2010	389.99	133.33	256.66	0.00
15.0000	235851102	DANAHER CORP	11/19/2001	11/26/2010	658.64	224.59	434.05	0.00
15.0000	254687106	WALT DISNEY CO	08/23/2006	11/26/2010	551.69	433.01	118.68	0.00
5.0000	291011104	EMERSON ELECTRIC CO	01/12/2009	11/26/2010	277.50	177.75	99.75	0.00
5.0000	30231G102	EXXON MOBIL CORP	10/29/1992	11/26/2010	346.04	61.03	285.01	0.00
40.0000	369604103	GENERAL ELECTRIC CO	11/14/1991	11/26/2010	630.39	234.57	395.82	0.00
5.0000	459200101	INTL BUSINESS MACHINES CORP	01/12/2009	11/26/2010	722.74	422.70	300.04	0.00
15.0000	46625H100	J P MORGAN CHASE & CO	01/12/2009	11/26/2010	565.34	389.85	175.49	0.00
15.0000	478366107	JOHNSON CONTROLS INC	09/10/2009	11/26/2010	557.39	399.36	158.03	0.00
15.0000	594918104	MICROSOFT CORP COM	09/07/1993	11/26/2010	380.24	35.74	344.50	0.00
10.0000	637071101	NATIONAL-OILWELL INC	12/28/2007	11/26/2010	614.09	743.10	-129.01	0.00
195.0000	665162475	MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD	06/03/2009	11/26/2010	3,572.40	2,630.56	941.84	0.00
465.0000	665162483	MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD	10/02/2009	11/26/2010	10,969.35	8,951.23	2,018.12	0.00
1670.0000	665162558	MFB NORTHN MULTI-MANAGER INTL EQTY FD	02/20/2007	11/26/2010	15,865.00	19,939.79	-4,074.79	0.00
275.0000	665162566	MFB NRTN MULTIMGR SMALL-FOR NMMX FD	01/12/2009	11/26/2010	2,640.00	1,655.50	984.50	0.00

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2010 Tax Information Statement

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Recipient's Name and Address:

LEATHERBY FOUNDATION
C/O LEATHERBY FAMILY OFFICES
2081 BUSINESS CENTER DR. STE. 205
IRVINE, CA 92612-1117

Account Number: 23-87431

Recipient's Tax ID Number: 33-0409041

☐ Corrected

☐ 2nd TIN notice

NORTHERN TRUST, NA
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
230.0000	665162574	MFB NORTN MULTI-MANAGER MID CAP FD MID FOR NMMCX	01/12/2009	11/26/2010	2,546.10	1,492.70	1,053.40	0.00
1875.0000	665162699	MFB NORTN HI YIELD FXD INC FD	01/29/2008	11/26/2010	13,631.25	14,193.76	-562.51	0.00
1540.0000	665162756	MFB NORTN SHORT INTERMEDIATE US GOVT	02/23/2009	11/26/2010	16,385.60	16,231.60	154.00	0.00
1550.0000	665162806	MFB NORTN FDS FIXED INCOME FD	06/03/2009	11/26/2010	16,368.00	15,329.50	1,038.50	0.00
5.0000	713448108	PEPSICO INC	09/07/1993	11/26/2010	320.39	92.01	228.38	0.00
265.0000	722005667	PIMCO COMMODITY REALRETURN STRATEGY FUND	06/22/2009	11/26/2010	2,284.30	1,860.29	424.01	0.00
5.0000	742718109	PROCTER & GAMBLE CO	01/09/2003	11/26/2010	311.14	213.38	97.76	0.00
25.0000	847560109	SPECTRA ENERGY CORP COM STK	12/11/2008	11/26/2010	594.74	406.25	188.49	0.00
5.0000	872540109	TJX COS INC NEW	01/12/2009	11/26/2010	231.88	104.45	127.43	0.00
5.0000	89417E109	THE TRAVELERS COMPANIES INC.	11/09/2009	11/26/2010	273.45	267.51	5.94	0.00
5.0000	902973304	US BANCORP	01/12/2009	11/26/2010	120.05	113.45	6.60	0.00
15.0000	949746101	WELLS FARGO & CO NEW	05/27/2009	11/26/2010	402.29	377.18	25.11	0.00
5.0000	G2554F105	COVIDIEN PLC	01/12/2009	11/26/2010	211.85	185.90	25.95	0.00
900.0000	665162566	MFB NRTN MULTIMGR SMALL-FOR NMMXSX FD	01/12/2009	12/16/2010	9,171.00	5,418.00	3,753.00	0.00
10.0000	665162699	MFB NORTN HI YIELD FXD INC FD	01/29/2008	12/16/2010	72.50	75.70	-3.20	0.00
10.0000	665162756	MFB NORTN SHORT INTERMEDIATE US GOVT	02/23/2009	12/16/2010	105.30	105.40	-0.10	0.00
17.0000	231021106	CUMMINS ENGINE INC	09/02/2009	12/17/2010	1,842.70	764.92	1,077.78	0.00

This is important tax information and is being furnished to you.

2010 Tax Information Statement

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Account Number: 23-87431
 Recipient's Tax ID Number: 33-0409041

Recipient's Name and Address:
 LEATHERBY FOUNDATION
 C/O LEATHERBY FAMILY OFFICES
 2081 BUSINESS CENTER DR. STE. 205
 IRVINE, CA 92612-1117

☐ Corrected ☐ 2nd TIN notice

NORTHERN TRUST, NA
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
58.0000	872540109	TJX COS INC NEW	01/12/2009	12/17/2010	2,523.23	1,211.62	1,311.61	0.00
27.0000	872540109	TJX COS INC NEW	01/12/2009	12/20/2010	1,180.45	564.03	616.42	0.00
Total Long Term 15% Sales						354,328.60	326,448.56 (X)	27,880.04
Long Term 28% Sales								
115.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		01/07/2010	4.16	0.00	4.16	0.00
115.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		02/03/2010	4.13	0.00	4.13	0.00
207.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		03/03/2010	6.38	0.00	6.38	0.00
207.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		04/08/2010	7.18	0.00	7.18	0.00
207.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		05/07/2010	6.83	0.00	6.83	0.00
470.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		06/04/2010	18.80	0.00	18.80	0.00
5.0000	78463V107	MFC SPDR GOLD TR GOLD SHS	06/03/2009	06/25/2010	614.49	472.70	141.79	0.00
465.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		07/08/2010	18.37	0.00	18.37	0.00
465.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		08/04/2010	18.94	0.00	18.94	0.00
465.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		09/03/2010	20.30	0.00	20.30	0.00
465.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		10/04/2010	19.82	0.00	19.82	0.00
465.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		11/05/2010	20.77	0.00	20.77	0.00
55.0000	78463V107	MFC SPDR GOLD TR GOLD SHS	VARIOUS	11/26/2010	7,285.18	5,084.14	2,201.04	0.00
468.0000	78463V107	MFC SPDR GOLD TR GOLD SHS		12/03/2010	20.62	0.00	20.62	0.00
Total Long Term 28% Sales						8,065.97	5,556.84 (X)	2,509.13

This is important tax information and is being furnished to you.

2 (Y) = 332,005