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 LEIGHTON-OARE FOUNDATION, INC.

A Employer identification number: 35-6034243

Number and street (or P O box number if mail is not delivered to street address): 1999 MORRIS DRIVE

Room/suite

B Telephone number: 269-687-6290

City or town, state, and ZIP code: NILES, MI 49120

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 ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 20,521,159.

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

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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	418,934.	418,934.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,935,572.			
	b Gross sales price for all assets on line 6a 7,481,374.				
	7 Capital gain net income (from Part IV, line 2)		1,935,572.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	2,354,506.	2,354,506.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	8,330.	4,165.		4,165.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	39,295.	4,302.		4,301.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	96,893.	48,447.		48,446.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	144,518.	56,914.		56,912.
	25 Contributions, gifts, grants paid	1,073,800.			1,073,800.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,218,318.	56,914.		1,130,712.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,136,188.			
	b **Net investment income** (if negative, enter -0-)		2,297,592.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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023501 12-07-10 LHA For Paperwork Reduction Act Notice, see the instructions.

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	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	2,671,619.	361,823.	361,823.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 5	765,321.	997,432.	992,610.
	b Investments - corporate stock STMT 6	6,688,526.	6,972,825.	8,116,690.
	c Investments - corporate bonds STMT 7	1,063,435.	1,242,509.	1,258,137.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	6,045,861.	8,796,368.	9,791,899.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	17,234,762.	18,370,957.	20,521,159.
Liabilities	17 Accounts payable and accrued expenses	126.	133.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	126.	133.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	13,297,780.	13,297,780.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,936,856.	5,073,044.	
	30 **Total net assets or fund balances**	17,234,636.	18,370,824.	
	31 **Total liabilities and net assets/fund balances**	17,234,762.	18,370,957.	

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	17,234,636.
2	Enter amount from Part I, line 27a	2	1,136,188.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	18,370,824.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,370,824.

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	CHARLES SCHWAB #8130-5394 - SEE ATTACHED			
b	STMT SHORT-TERM	P	VARIOUS	VARIOUS
c	CHARLES SCHWAB #8130-5394 - SEE ATTACHED			
d	STMT - LONG-TERM	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b	2,888,051.		2,954,839.	-66,788.
c				
d	4,576,847.		2,590,963.	1,985,884.
e	16,476.			16,476.

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				
b				-66,788.
c				
d				1,985,884.
e				16,476.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 1,935,572.

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)
If (loss), enter -0- in Part I, line 8 **3** N/A

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 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	1,063,887.	19,269,835.	.055210
2008	1,483,594.	22,809,220.	.065044
2007	1,232,500.	26,296,310.	.046870
2006	1,607,250.	24,331,893.	.066055
2005	1,027,400.	22,854,988.	.044953

2	Total of line 1, column (d)	2	.278132
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	.055626
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	19,811,816.
5	Multiply line 4 by line 3	5	1,102,052.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	22,976.
7	Add lines 5 and 6	7	1,125,028.
8	Enter qualifying distributions from Part XII, line 4	8	1,130,712.

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

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	1	22,976.
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	22,976.
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	22,976.
6 Credits/Payments		
a 2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a — 50,520.		
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	50,520.
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	27,544.
11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 27,544. **Refunded** ▶	11	0.

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 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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
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?	6	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.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN,MI			
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)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

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

Website address ▶ N/A

14 The books are in care of ▶ NANCY BUTLER Telephone no. ▶269-687-6290

Located at ▶1999 MORRIS DRIVE, NILES, MI ZIP+4 ▶49120

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 N/A

			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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see 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 ▶ ____, ____, ____, ____			
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?	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)? ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 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.

(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
SEE STATEMENT 9		0.	0.	0.

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
LOWE, BROCKENBROUGH & CO - 1802 BAYBERRY COURT, SUITE 400, RICHMOND, VA 23226	INVESTMENT ADVICE	88,326.
Total number of others receiving over $50,000 for professional services ▶		0

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

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 instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2010)

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Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	18,596,798.
b	Average of monthly cash balances		1b	1,516,721.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	20,113,519.
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	20,113,519.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	301,703.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	19,811,816.
6	**Minimum investment return.** Enter 5% of line 5		6	990,591.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6		1	990,591.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 22,976.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	22,976.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	967,615.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	967,615.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	967,615.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,130,712.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
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	1,130,712.
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	5	22,976.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,107,736.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				967,615.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006 595,347.				
c From 2007 1,232,500.				
d From 2008 425,417.				
e From 2009 201,421.				
f Total of lines 3a through e	2,454,685.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 1,130,712.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				967,615.
e Remaining amount distributed out of corpus	163,097.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,617,782.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
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)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	2,617,782.			
10 Analysis of line 9				
a Excess from 2006 595,347.				
b Excess from 2007 1,232,500.				
c Excess from 2008 425,417.				
d Excess from 2009 201,421.				
e Excess from 2010 163,097.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

NONE

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

NONE

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

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

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

SEE STATEMENT 10

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT ATTACHED				1,073,800.
Total			▶ 3a	1,073,800.
b Approved for future payment				
SEE STATEMENT ATTACHED				4,727,750.
Total			▶ 3b	4,727,750.

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	418,934.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,935,572.	
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.		2,354,506.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,354,506.

(See worksheet in line 13 instructions 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).
	N/A

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

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

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

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

John Oare Dorn for Nancy O Butler 7-5-11 ▶ 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	PTIN
JEFFREY B. DORN, CPA	Jeffrey B Dorn CPA	6/29/11		

Firm's name ▶ PLANTE & MORAN, PLLC Firm's EIN ▶

Firm's address ▶ 511 RENAISSANCE DR., SUITE 120 ST. JOSEPH, MI 49085 Phone no (269) 982-8000

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	435,410.	16,476.	418,934.
TOTAL TO FM 990-PF, PART I, LN 4	435,410.	16,476.	418,934.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	8,330.	4,165.		4,165.
TO FORM 990-PF, PG 1, LN 16B	8,330.	4,165.		4,165.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	8,603.	4,302.		4,301.
FEDERAL ESTIMATED TAX PAYMENTS	30,692.	0.		0.
TO FORM 990-PF, PG 1, LN 18	39,295.	4,302.		4,301.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT ADVISORY FEES	92,826.	46,413.		46,413.
OFFICE EXPENSES	67.	34.		33.
DIRECTORS FEES	4,000.	2,000.		2,000.
TO FORM 990-PF, PG 1, LN 23	96,893.	48,447.		48,446.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FEDERAL HOM LN BKS	X		108,300.	105,357.
FEDERAL HOME LN MTG CORP	X		109,403.	108,949.
FEDERAL NATL MTG ASSN	X		148,056.	141,470.
FEDERAL NATL MTG ASSN	X		110,973.	114,831.
UNITED STATES TREAS NTS	X		183,799.	187,943.
UNITED STATES TREAS NTS	X		104,790.	110,242.
UNITED STATES TREAS NTS	X		107,156.	105,992.
US TREASURY	X		74,994.	71,104.
VIRGINIA ST		X	49,961.	46,722.
TOTAL U.S. GOVERNMENT OBLIGATIONS			947,471.	945,888.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			49,961.	46,722.
TOTAL TO FORM 990-PF, PART II, LINE 10A			997,432.	992,610.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BP PLC	0.	0.
BRISTOL MYERS SQUIBB	0.	0.
CHEVRONTEXACO CORP	52,103.	182,500.
AT&T INC	0.	0.
JPMORGAN CHASE	34,932.	148,470.
TEVA PHARMACEUTICAL	141,736.	161,603.
ITT CORP	94,721.	83,376.
UNITED TECHNOLOGIES CORP	177,227.	188,928.
CISCO SYS INC	172,382.	141,812.
INTERNATIONAL BUSINESS MACHS COM	23,387.	117,408.
MICROSOFT CORP COM	201,814.	173,042.
ORACLE CORP COM	110,273.	169,020.
QUALCOMM INC COM	126,837.	153,419.
COMCAST	119,585.	166,972.
HOME DEPOT INC	0.	0.
MCDONALDS CORP COM	96,915.	115,140.
VIACOM INC	149,524.	194,089.
YUM BRANDS INC COM	84,160.	115,268.
KIMBERLY CLARK CORP COM	137,458.	138,688.
WAL MART STORES INC COM	196,620.	193,069.
APACHE CORP COM	118,589.	143,076.
AFLAC INC COM	145,162.	180,576.
AMERIPRISE FINL INC COM	77,900.	115,100.

FRANKLIN RES INC COM	147,198.	155,694.
GOLDMAN SACHS GROUP INC COM	0.	0.
HUDSON CITY BANCORP COM	0.	0.
PRUDENTIAL FINL INC COM	137,683.	146,775.
STATE STR CORP COM	0.	0.
TRAVELERS COMPANIES INC COM	0.	0.
AMERISOURCEBERGEN CORP COM	102,327.	160,364.
ABBOTT LABS COM	188,970.	177,267.
EXPRESS SCRIPTS INC COM	0.	0.
GILEAD SCIENCES INC COM	0.	0.
GENERAL DYNAMICS CORP COM	162,230.	168,885.
NORFOLK SOUTHERN CORP COM	147,400.	169,614.
EMC CORP MASS COM	134,660.	168,544.
GOOGLE INC COM	164,671.	190,070.
INTEL CORP COM	146,392.	152,468.
SYMANTEC CORP COM	0.	0.
PRAXAIR INC COM	0.	0.
PUBLIC SVC ENTERPRISE GROUP COM	0.	0.
DOLLAR TREE INC COM	103,833.	140,200.
FORD MTR CO DEL COM	157,397.	164,542.
TJX COS INC NEW COM	149,577.	150,926.
CVS CAREMARK CORPORATION COM	166,723.	173,850.
PEPSICO INC COM	184,423.	195,990.
CONOCOPHILLIPS COM	152,681.	211,110.
HESS CORP COM	152,156.	195,177.
MARATHON OIL CORP COM	144,849.	166,635.
NOBLE CORPORATION BAAR NAMEN	229,278.	203,889.
EXXON MOBIL CORP COM	78,383.	80,432.
AMERICAN EXPRESS CO COM	100,906.	98,716.
METLIFE INC COM	159,753.	173,316.
PNC FINL SVCS GROUP INC COM	165,502.	151,800.
AETNA INC NEW COM	145,292.	146,448.
MEDCO HEALTH SOLUTIONS INC COM	143,187.	183,810.
THERMO FISHER SCIENTIFIC INC COM	155,545.	166,080.
DOVER CORP COM	142,522.	187,040.
GENERAL ELECTRIC CO COM	157,098.	175,584.
ILLINOIS TOOL WKS INC COM	213,720.	224,280.
APPLE INC COM	154,172.	206,438.
HEWLETT PACKARD CO COM	202,325.	181,030.
EASTMAN CHEM CO COM	120,647.	168,160.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,972,825.	8,116,690.

FORM 990-PF | CORPORATE BONDS | STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS	149,864.	161,031.
AMGEN INC	55,458.	57,075.
CONOCOPHILLIPS	54,224.	53,544.
CONSOLIDATED EDISON CO	55,230.	54,991.
DUPONT E I DE NEMOURS & CO	11,223.	11,147.
GENERAL ELECTRIC CO	53,516.	53,449.
GENERAL MLS INC	55,029.	56,232.
GLAXOSMITHKLINE CAP INC	55,278.	57,171.
JPMORGAN CHASE	53,191.	50,220.
MEDTRONIC	54,811.	55,347.
METLIFE INC	54,146.	52,441.
MORGAN STANLEY	53,279.	53,281.
NORTHERN TR CORP	54,474.	54,056.
PEPSICO INC	54,219.	53,840.
VIRGINIA ELEC & PWR CO	52,311.	54,117.
WELLS FARGO BK NATL ASSN	52,379.	55,169.
ANHEUSER BUSCH	53,749.	51,428.
KRAFT FOODS INC	59,344.	58,204.
NORVARTIS SECURITIES INVESTMENT	52,675.	55,302.
PNC FUNDING CORP	50,876.	52,115.
PARKER-HANNIFIN CORP MTNS BE	53,686.	55,849.
SHELL INTL FIN	53,547.	52,128.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,242,509.	1,258,137.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VANGUARD SPECIALIZED PORTFOLIO	COST	690,504.	773,661.
SELECTED AMERN SHS INC CL D	COST	250,000.	278,969.
PRICE T ROWE GROWTH STK FD INC COM	COST	200,000.	234,016.
RAINIER FDS LCAP EQT PORT	COST	436,000.	525,122.
WASATCH FDS INC 1ST INCM EQTY	COST	400,000.	436,404.
WESTPORT FDS	COST	391,000.	472,899.
ROYCE FD PENN MUT INV	COST	450,000.	572,451.
ISHARES TR INDEX MSCI EMERG MKT	COST	203,159.	238,210.
ISHARES TR INDEX MSCI EAFE IDX	COST	551,798.	582,200.
EUROPACIFIC GROWTH FD	COST	900,000.	985,644.
ARTISAN FDS INC INTL FD	COST	600,000.	645,378.
HARBOR FD INTL FD	COST	898,000.	1,014,598.
EATON VANC SER TR II TAX MG	COST	700,000.	845,804.
RIDGEWORTH FDS INS USGV U-S 1	COST	600,000.	599,405.

VANGUARD FIXED INCOME SECS FD STRM INVGRA AD	COST	400,000.	404,793.
VANGUARD FIXED INCOME SECS FD GNMA ADM	COST	575,907.	605,001.
PRICE T ROWE HIGH YIELD FD INC COM	COST	250,000.	257,525.
TEMPLETON INCOME TR GLB BD ADVSOR	COST	300,000.	319,819.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,796,368.	9,791,899.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
NANCY O. BUTLER 1999 MORRIS DRIVE NILES, MI 49120	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
ERNEST M. OARE 1999 MORRIS DRIVE NILES, MI 49120	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
CAROL F. OARE 1999 MORRIS DRIVE NILES, MI 49120	SECRETARY/DIRECTOR 0.00	0.	0.	0.
KEVIN J. BUTLER 1999 MORRIS DRIVE NILES, MI 49120	TREASURER/DIRECTOR 0.00	0.	0.	0.
JOSEPH E. KERNAN 1999 MORRIS DRIVE NILES, MI 49120	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 10
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

NANCY O. BUTLER
1999 MORRIS DRIVE
NILES, MI 49120

TELEPHONE NUMBER

269-687-6290

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE WRITTEN AND INCLUDE INFORMATION WHICH SUPPORTS THAT THE REQUESTING ORGANIZATION IS OF AN EDUCATIONAL, SCIENTIFIC, LITERARY, RELIGIOUS OR CHARITABLE NATURE.

ANY SUBMISSION DEADLINES

THE APPLICATION SHOULD BE FILED SO AS TO ALLOW REASONABLE TIME TO ACT ON APPLICATION.

RESTRICTIONS AND LIMITATIONS ON AWARDS

APPLICATIONS WILL BE CONSIDERED FOR ORGANIZATIONS OPERATED EXCLUSIVELY FOR ONE OR MORE OF THE FOLLOWING PURPOSES: EDUCATIONAL; SCIENTIFIC; LITERARY; RELIGIOUS; OR CHARITABLE. AT PRESENT, NO SCHOLARSHIPS OR GRANTS ARE GIVEN TO ANY INDIVIDUAL PERSON(S).

Part IV Attachment

Leighton-Oare Foundation

REALIZED GAINS AND LOSSES

Master Group for 25012

From 01-01-10 Through 12-31-10

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	PROCEEDS	GAIN OR LOSS SHORT TERM	GAIN OR LOSS LONG TERM
01-30-08	01-22-10	4,500 0000	ORACLE CORP COM	91,894 10		110,689 64		18,795 54
12-04-09	01-22-10	1,500 0000	QUALCOMM INC COM	67,565 95		71,274 04	3,708.09	
01-30-08	01-22-10	4,600 0000	QUALCOMM INC COM	188,606 22		218,573 73		29,967.51
02-23-95	01-22-10	253 3600	JPMORGAN CHASE & CO COM	3,752 89		10,019 17		6,266.28
09-19-94	01-22-10	6,415 2000	JPMORGAN CHASE & CO COM	90,180.00		253,690.24		163,510.24
03-06-89	01-22-10	131 4400	JPMORGAN CHASE & CO COM	1,067.51		5,197 82		4,130 31
02-01-89	01-22-10	9,707.3300	BP PLC SPONSORED ADR	141,166.29		568,411 04		427,244 75
02-23-89	01-22-10	2,592.6700	BP PLC SPONSORED ADR	37,400 85		151,813 35		114,412.50
11-17-06	01-25-10	18.641 6590	VANGUARD FIXED INCOME SECS FD GNMA ADM	190,704 17		200,000.00		9,295.83
04-08-92	02-17-10	2,606 8000	AT&T INC COM	21,496 26		66,228 19		44,731.93
09-12-86	02-17-10	5,565.0000	AT&T INC COM	40,530.00		141,384 02		100,854.02
03-04-83	02-17-10	544 0000	AT&T INC COM	3,329 62		13,820 83		10,491 21
02-15-84	02-17-10	40 0000	AT&T INC COM	229 43		1,016.24		786.81
03-04-83	02-17-10	1,200.0000	AT&T INC COM	6,361 73		30,487.12		24,125.39
03-04-83	02-17-10	1,579.2000	AT&T INC COM	6,927 96		40,121.05		33,193.09
03-04-83	02-17-10	2,384 0000	AT&T INC COM	9,069.16		60,567 74		51,498 58
08-25-92	02-17-10	12,000 0000	BRISTOL MYERS SQUIBB CO COM	191,478 50		294,873 08		103,394.58
04-28-93	02-17-10	2,200 0000	BRISTOL MYERS SQUIBB CO COM	31,832.66		54,060 07		22,227 41
04-07-95	02-17-10	3,270.0000	CHEVRON CORP NEW COM	73,877.47		237,863 37		163,985.89
04-13-95	02-17-10	5,000 0000	CHEVRON CORP NEW COM	112,337 50		363,705 45		251,367 95
04-18-95	02-17-10	3,130 0000	CHEVRON CORP NEW COM	70,127.65		227,679 61		157,551.96
01-30-08	02-17-10	3,700 0000	TEVA PHARMACEUTICAL INDS LTD ADR	167,675 54		213,626.33		45,950 79
03-04-83	04-26-10	1 0000	AT&T INC COM	3 80		17.34		13 54

Part IV Attachment

Leighton-Oare Foundation

REALIZED GAINS AND LOSSES

Master Group for 25012

From 01-01-10 Through 12-31-10

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	PROCEEDS	GAIN OR LOSS SHORT TERM	GAIN OR LOSS LONG TERM
12-18-09	04-26-10	3,300 0000	STATE STR CORP COM	136,859 62		145,221 59	8,361 97	
01-30-08	04-26-10	3,000.0000	CISCO SYS INC COM	73,772.46		82,849 64		9,077 18
02-17-10	04-26-10	900 0000	TRANSOCEAN LTD REG SHS	75,075.99		79,667.60	4,591 60	
03-11-10	04-26-10	300.0000	HUDSON CITY BANCORP COM	4,109.95		4,053 12	-56 83	
12-18-09	04-26-10	11,400 0000	HUDSON CITY BANCORP COM	153,337 81		154,018 63	680.82	
02-17-10	04-29-10	20 0000	BP PLC SPONSORED ADR	1,092.32		1,067.14	-25 18	
02-23-89	04-29-10	2,700.0000	BP PLC SPONSORED ADR	38,949.15		144,064.19		105,115.04
02-17-10	04-29-10	900.0000	TRANSOCEAN LTD REG SHS	75,075.99		71,848 17	-3,227 82	
09-22-09	04-30-10	850 0000	GOLDMAN SACHS GROUP INC COM	156,083.40		128,900 55	-27,182 85	
01-06-10	05-11-10	50,000.0000	CITIGROUP INC 7.250% Due 10-01-10	51,828.50		51,400 00	-428 50	
11-06-09	05-27-10	3,500.0000	GILEAD SCIENCES INC COM	162,195 45		125,428.93	-36,766.52	
09-11-09	05-27-10	3,500.0000	HOME DEPOT INC COM	95,891.32		120,214 36	24,323.04	
12-18-09	05-27-10	3,100.0000	PUBLIC SVC ENTERPRISE GROUP COM	103,486.95		94,539.45	-8,947 50	
11-06-09	05-27-10	2,700 0000	TRAVELERS COMPANIES INC COM	140,030.14		133,504 06	-6,526.08	
05-27-10	06-29-10	1,100.0000	DOLLAR TREE INC COM	45,686.43		45,486 28	-200.15	
01-22-10	06-29-10	1,100.0000	GENERAL MLS INC COM	39,298.37		40,691.57	1,393 20	
12-04-09	06-29-10	1,000 0000	KIMBERLY CLARK CORP COM	65,964.35		61,455 86	-4,508.49	
12-18-09	06-29-10	1,800.0000	KIMBERLY CLARK CORP COM	113,444.95		110,620.56	-2,824.39	
01-30-08	07-08-10	1,900.0000	ITT CORP NEW COM	112,481.75		88,572 49		-23,909.26
01-30-08	07-08-10	4,200 0000	MICROSOFT CORP COM	136,712.80		101,755.33		-34,957.47
04-28-93	07-15-10	2,800.0000	BRISTOL MYERS SQUIBB CO COM	40,514.29		71,392 36		30,878 07

Part IV Attachment

Leighton-Oare Foundation

REALIZED GAINS AND LOSSES

Master Group for 25012

From 01-01-10 Through 12-31-10

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	PROCEEDS	GAIN OR LOSS SHORT TERM	GAIN OR LOSS LONG TERM
01-22-10	07-15-10	1,200 0000	JOHNSON & JOHNSON COM	76,327 39		72,339.02	-3,988.37	
01-30-08	07-15-10	500.0000	UNITED TECHNOLOGIES CORP COM	36,922 39		34,120 97		-2,801.42
12-18-09	07-29-10	6,700 0000	SYMANTEC CORP COM	117,593 95		87,494 46	-30,099 49	
07-08-10	07-29-10	3,200 0000	SYMANTEC CORP COM	45,992.95		41,788.40	-4,204 55	
01-30-08	08-04-10	2,100 0000	CISCO SYS INC COM	51,640 73		50,308.29		-1,332 44
11-06-09	08-04-10	1,100 0000	EXPRESS SCRIPTS INC COM	46,839.24		50,382 29	3,543.05	
01-30-08	08-04-10	1,100.0000	UNITED TECHNOLOGIES CORP COM	81,229 27		79,807 35		-1,421.92
11-24-09	08-04-10	1,700 0000	WAL MART STORES INC COM	93,187.45		87,286.27	-5,901.18	
01-22-10	08-13-10	1,400 0000	ACCENTURE PLC IRELAND SHS CLASS A	58,830 84		54,424.79	-4,406 05	
03-05-96	08-13-10	200.0000	INTERNATIONAL BUSINESS MACHS COM	5,846.75		25,569.01		19,722 26
11-06-09	08-19-10	1,500 0000	PRAXAIR INC COM	122,566.30		132,037.71	9,471.41	
11-17-06	09-10-10	9,095.3640	VANGUARD FIXED INCOME SECS FD GNMA ADM	93,045.57		100,000 00		6,954.43
11-16-06	09-10-10	100,000 0000	GOLDMAN SACHS GROUP INC 5.250% Due 04-01-13	99,909 47		107,215 00		7,305.53
09-11-09	09-15-10	4,500.0000	HOME DEPOT INC COM	123,288.83		133,580 29		10,291.46
02-17-10	09-15-10	1,800.0000	MEDTRONIC INC COM	78,433.15		60,074 93	-18,358.22	
11-06-09	09-15-10	3,100 0000	EXPRESS SCRIPTS INC COM	132,001 51		142,241 44	10,239.93	
08-13-10	10-14-10	1,300 0000	AMERISOURCEBERGEN CORP COM	37,824 65		42,156 60	4,331.95	
09-22-09	10-14-10	300 0000	AMERISOURCEBERGEN CORP COM	6,531 51		9,728 45		3,196.94
11-24-09	10-21-10	40,000 0000	DU PONT E I DE NEMOURS & CO 5.875% Due 01-15-14	44,893 20		46,063.80	1,170 60	

Part IV Attachment

Leighton-Oare Foundation

REALIZED GAINS AND LOSSES

Master Group for 25012

From 01-01-10 Through 12-31-10

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	TOTAL COST	AMORTIZATION OR ACCRETION	PROCEEDS	GAIN OR LOSS SHORT TERM	GAIN OR LOSS LONG TERM
07-15-10	10-22-10	400 0000	YUM BRANDS INC COM	16,496.55		19,814 71	3,318 16	
10-19-09	10-22-10	300 0000	YUM BRANDS INC COM	10,743.79		14,861.03		4,117 24
01-30-08	10-28-10	1,680.0000	ITT CORP NEW COM	99,457 55		80,734 18		-18,723 37
08-13-10	11-04-10	400.0000	MCDONALDS CORP COM	28,808.55		31,628.46	2,819.91	
08-04-10	11-04-10	100 0000	MCDONALDS CORP COM	7,053.39		7,907 12	853 73	
10-19-09	11-04-10	750 0000	YUM BRANDS INC COM	26,859 47		38,548 94		11,689 47
04-26-10	11-04-10	1,900.0000	TORONTO DOMINION BK ONT COM NEW	146,134.15		140,476.28	-5,657 87	
09-10-10	11-04-10	200 0000	TORONTO DOMINION BK ONT COM NEW	14,440 55		14,786 98	346.43	
01-30-08	11-05-10	1,020.0000	ORACLE CORP COM	20,829 33		29,896.94		9,067.61
06-29-10	11-05-10	1,240 0000	E M C CORP MASS COM	23,180 43		26,762.19	3,581.76	
02-17-10	11-05-10	1,300.0000	AMGEN INC COM	74,705.65		72,470.82	-2,234 83	
09-10-10	11-05-10	150 0000	AMGEN INC COM	8,129.65		8,362 02	232.37	
05-27-10	12-01-10	900 0000	DOLLAR TREE INC COM	37,379.81		49,609.82	12,230 01	
01-22-10	12-01-10	3,900.0000	GENERAL MLS INC COM	139,330 58		138,062.36	-1,268.22	
01-22-10	12-01-10	2,800.0000	ACCENTURE PLC IRELAND SHS CLASS A	117,661 69		122,488 97	4,827 28	
03-05-96	12-01-10	300 0000	INTERNATIONAL BUSINESS MACHS COM	8,770 12		43,102 54		34,332.41
04-28-93	12-02-10	3,000 0000	BRISTOL MYERS SQUIBB CO COM	43,408 17		76,894 75		33,486 58
TOTAL GAINS							100,025 33	2,069,030 32
TOTAL LOSSES							-166,813.10	-83,145.88
				5,545,801 86	0.00	7,464,898.53	-66,787.77	1,985,884 44
TOTAL REALIZED GAIN/LOSS			1,919,096 67 S-T	2954839.12		2,888,051.35		
CAPITAL GAIN DISTRIBUTIONS			L-T	2,590,962.74		4,576,847.18		
	03-29-10		VANGUARD FIXED INCOME SECS FD GNMA ADM				2,224.52	
	03-29-10		VANGUARD FIXED INCOME SECS FD GNMA ADM					654 27

Part XV attachment

Leighton-Oare Foundation
1999 Morris Drive
Niles, Michigan 49120
2010 Schedule of Contributions Paid

Name	Address	Purpose	Amount
ALS - TDI	215 First Street Cambridge, MA 02142	General	$ 300
American Hunter-Jumper Foundation, Inc	PO Box 369 Boylston, MA 01583	General	$ 4,225
Big Brothers Big Sisters of Berrien & Cass	P O Box 194 Niles, Michigan 49120	General	$ 10,000
Blowing Rock Horse Show Foundation	PO Box 650 1500 Laurel Lane Blowing Rock, North Carolina 28605	General	$ 3,000
Boys and Girls Club of Faquier County	169 Keith Street Warrenton, Virginia 20186	General	$ 3,000
Brian Parker Memorial Foundation	2469 Lone Elm Niles, MI 49120	General	$ 1,000
Camp Eberhart	10481 Camp Eberhart Road Three Rivers, MI 49093	General	$ 3,500
Camp Eberhart Alumni Association	10481 Camp Eberhart Road Three Rivers, MI 49093	Payment on commitment	$ 20,000
Children's Burn Camp of N Florida	PO BOX 368 Tallahassee, FL 32302	General	$ 6,000
Community Foundation of St Joseph County	205 West Jefferson Boulevard South Bend, IN 46601	Arts Everywhere Fund	$ 250,000
Converse College	580 East Main Street Spartanburge, SC 29302	General	$ 5,000
Daytona State College	1200 W Inernational Speedway Blvd Daytona Beach, FL 32114	Hammock Dunes Scholarship	$ 1,000
DDA/Main Street	210 Main Street Niles, MI 49120	General	$ 10,000
Deerfield Academy	Albany Road Deerfield, MA 01342	General	$ 1,000
Diabetes Association of St Joseph County	6910 N Main St Bldg 9-Mail Unit 10 Granger, IN 46530	General	$ 5,300
Educational Foundation, Inc	P O Box 2446 Chapel Hill, NC 27515	Payment on commitment	$ 10,000
Family Life Center	PO Box 2058 Bunnell, FL 32110	General	$ 10,000
Fauquier Hospital Foundation	500 Hospital Drive, Warrenton, VA 20186	Payment on commitment	$ 10,000
Fernwood Botanical Garden	13988 Range Line Road Niles, MI 49120	General	$ 20,500
Flagler County Education Foundation	1769 E Moody Blvd Bldg 2, Bunnell FL, 32110	General	$ 10,000
Florida Hospital Flagler Foundation	60 Memorial Medical Parkway, Suite 2801 Palm Coast, FL 32164	General	$ 5,000
Hanley Center Foundation	933 4th Street West Palm Beach, FL 33407	General	$ 1,000
Highland School	527 Broadview Avenue Warrenton, VA 20186	General	$ 3,000
Humane Society of Flagler County	1 Shelter Drive, Palm Coast, FL 32137	General	$ 6,000
J Red Peach Foundation	1999 Morris Drive Niles, MI 49120	General	$ 8,000
Jewish Federation of Volusia & Flagler Counties	470 Andalusia Avenue Ormond Beach, FL 32174	General	$ 4,000
Keswick Community Foundation	PO Box 490 Keswick, VA 22947	General	$ 1,000
Kidds aRe First	PO Box 730221 Ormond Beach, FL 32173	General	$ 5,000
Kids Do Count	14 Cedarwood Court Palm Coast, FL 32137	General	$ 500
Lake Michigan College Foundation	2755 E Napier Avenue, Benton Harbor, MI 49022	General	$ 1,500
Lake Michigan College Foundation	2755 E Napier Avenue, Benton Harbor, MI 49022	Bertrand Crossing Campus	$ 8,500
Lakeland Healthcare Foundation, Niles	31 North St Joseph Niles, MI 49120	General	$ 10,000
Logan Foundation	2505 East Jefferson Blvd South Bend, IN 46624	General	$ 1,000

Part XV attachment

The Mayo Foundation	200 1st Street Rochester, MN 55905	General	$ 20,000
Mayo Foundation (Jacksonville)	200 1st Street Rochester, MN 55905	Mayo JAX commitment	$ 5,000
Memorial Health Foundation	615 North Michigan Street South Bend, IN 46601-1033	General	$ 20,500
Metropolitan Ministries	2002 North Florida Avenue Tampa, FL 33602	General	$ 15,000
Michigan Gateway Community Foundation	111 Days Avenue Buchanan, MI 49107	Niles Fund	$ 10,000
Middleburg Classic Horse Show	781 Ledford Lane Smithfield, VA 23430	General	$ 1,000
Miss Porter's School	60 Main Street Farmington, CT 06032	General	$ 100
Morris Entertainment, Inc	211 N Michigan St South Bend, IN 46614	General	$ 10,000
National Horse Show Assoc of America	PO Box 386 Greenvale, NY 11548	Payment on commitment	$ 5,000
National Museum of Racing & Hall of Fame	191 Union Avenue Saratoga Springs, NY 12866	General	$ 500
National Steeplechase Foundation	420 Fair Hill Drive Elkton, MD 21921	General	$ 500
National Steeplechase Museum	420 Fair Hill Drive Elkton, MD 21921	General	$ 1,000
PEACE	6 Alderson Drive Ipswich, MA 01938	General	$ 2,000
Pegasus Rising, Inc	42 Sleepy Hollow Trail Palm Coast, FL 32164	General	$ 10,000
Pennsylvania National Horse Show	2300 North Cameron Street, Harrisburg, PA 17110	General	$ 1,500
Protestant Episcopal Church	815 2nd Avenue New York, NY 10017	Operationg Caring through Sharing	$ 20,000
Ronald McDonald House of Indiana	435 Limestone Street Indianapolis, IN 46202	General	$ 100
The Salvation Army	2009 South Bend Ave South Bend, IN	General	$ 20,000
South Bend Symphony Orchestra	127 North Michigan Street South Bend, IN 46601	Guest Artist	$ 25,000
St Mary's Church	211 S Lincoln Street Niles, MI 49120	General	$ 5,000
State Fair of Virginia	P O Box 130 Doswell, VA 23047	General	$ 5,000
Stuart F Meyer Hospice House	770 W Granada Blvd, Suite 304 Ormond Beach, FL 32174	General	$ 4,000
United States Hunter Jumper Assoc	3870 Cigar Lane Lexington, KY 40511	General	$ 2,500
University of Mary Washington	1301 College Avenue Fredericksburg, VA 22401	Payment on commitment	$ 10,000
University of Notre Dame	405 Main Building Notre Dame, IN 46556	General	$ 420,000
Upperville Colt & Horse Show, Inc	P O Box 239 Upperville, VA 20185	General	$ 5,000
Virginia Horse Center Foundation	PO Box 1051 Lexington, VA 24450	General	$ 5,000
Virginia Tech Foundation	902 Prices Fork Road Suite 4500 Blacksburg, VA 24061	General	$ 1,000
Warrenton United Methodist Church	341 Church Street Warrenton, VA 20186	General	$ 775
Washington International Horse Show	16063 Comprint Circle Gaithersburg, MD 20877	General	$ 5,000
Western Michigan University	Western Michigan University Kalamazoo, MI 49001	The Fort St Joseph Archaeological Project	$ 5,000
			$ 1,073,800

Part XV attachment

Leighton-Oare Foundation
1999 Morris Drive
Niles, Michigan 49120
2010 Committed Funds

Name	Purpose	Description
University of Notre Dame University Relations Notre Dame, IN 46556	General	$600,000 per year for the years 2006-2015 totaling $6,000,000
Community Foundation of St. Joseph County 205 West Jefferson Blvd. South Bend, IN 46601	Arts Everywhere Fund	$250,000 per year until the remainging balance of $1,122,750 is paid in full
Camp Eberhart Alumni Association 316 S. Eddy Street South Bend, IN 46617	General	$20,000 per year for the years 2007-2011 totaling $100,000
University of Mary Washington 1301 College Avenue Fredericksburg, VA 22401	General	$10,000 per year for the years 2009-2012
Florida Hospital Flagler Foundation 60 Memorial Medical Parkway, Suite 2801 Palm Coast, FL 32164	General	$5,000 per year for the years 2010-2020
National Horse Show Assoc of America P O Box 386 Greenvale, NY 11548	General	$5,000 per year for the years 2009-2012
The Mayo Foundation 200 1st Street SW Rochester, MN 55905	General	$10,000 per year for the years 2010-2014
Morris Entertainment, Inc. 211 N. Michigan St. South Bend, IN 46614	General	$10,000 per year for the years 2007-2011
Virginia Horse Center Foundation PO Box 1051 Lexington, VA 24450	General	$5,000 per year for the years 2007-2011
Boys & Girls Club of Fauquier County 169 Keith Street Warrenton, Virginia 20186	General	$5,000 per year for the years 2008-2012
The Salvation Army 2009 South Bend Ave South Bend, IN	General	$20,000 per year for the years 2010-2014 totaling $100,000
Western Michigan University Kalamazoo, MI 49001	The Fort St. Joseph Archaeological Project	$5,000 per year for the years 2010-2011

Form **8868**
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization	**Employer identification number**
	THE LEIGHTON-OARE FOUNDATION, INC.	35-6034243
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 1999 MORRIS DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NILES, MI 49120	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ NANCY BUTLER 1999 MORRIS DRIVE - NILES, MI 49120
  Telephone No. ▶ 269-687-6290 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2010 or
▶ [ ] tax year beginning ______, and ending ______.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 22,976.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 50,520.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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