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

2010

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

For calendar year 2010, or tax year beginning _____, 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 LEON AND MARY STRAUSS CHARITABLE FOUNDATION		A Employer identification number 37-6448116			
Number and street (or P O box number if mail is not delivered to street address) 17 WESTMORELAND PLACE		B Telephone number (314) 367-7208			
City or town, state, and ZIP code ST. LOUIS, MO 63108		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,194,275.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____				
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)
1 Contributions, gifts, grants, etc., received		100,050.		N/A	
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		31,621.	31,621.	STATEMENT 1	
5a Gross rents					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10		8,724.			
b Gross sales price for all assets on line 6a 347,473.					
7 Capital gain net income (from Part IV, line 2)			8,724.		
8 Net short-term capital gain					
9 Income modifications Gross sales less returns and allowances					
10a b Less Cost of goods sold _____					
c Gross profit or (loss) _____					
11 Other income		3.	0.	STATEMENT 2	
12 Total. Add lines 1 through 11		140,398.	40,345.		
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 ODGEN, STMT 3		1,165.	0.	0.	
c Other professional fees					
17 Interest					
18 Taxes STMT 4		50.	0.	0.	
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		6,305.	5,455.	0.	
24 Total operating and administrative expenses Add lines 13 through 23		7,520.	5,455.	0.	
25 Contributions, gifts, grants paid		50,000.		50,000.	
26 Total expenses and disbursements Add lines 24 and 25		57,520.	5,455.	50,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		82,878.			
b Net investment income (if negative, enter -0-)			34,890.		
c Adjusted net income (if negative, enter -0-)				N/A	

**LEON AND MARY STRAUSS CHARITABLE
FOUNDATION**

Form 990-PF (2010)

37-6448116

Page 2

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		675,593.	131,934.	131,934.
	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 6		
	b Investments - corporate stock		326,900.	953,437.	1,062,341.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		1,002,493.	1,085,371.	1,194,275.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		1,002,493.	1,085,371.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
	30 Total net assets or fund balances		1,002,493.	1,085,371.	
	31 Total liabilities and net assets/fund balances		1,002,493.	1,085,371.	

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 1,002,493.
2 Enter amount from Part I, line 27a	2 82,878.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 1,085,371.
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 1,085,371.

LEON AND MARY STRAUSS CHARITABLE
FOUNDATION

Form 990-PF (2010)

37-6448116 Page 3

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 WILLIAM BLAIR & COMPANY - SEE ATTACHED			P	VARIOUS	VARIOUS
b CAPITAL GAINS DIVIDENDS					
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 346,592.	0.	338,749.	7,843.		
b 881.			881.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			7,843.		
b			881.		
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	8,724.	
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	

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	0.	491,904.	.000000
2008			
2007			
2006			
2005			
2 Total of line 1, column (d)			.000000
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			.000000
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			1,030,679.
5 Multiply line 4 by line 3			0.
6 Enter 1% of net investment income (1% of Part I, line 27b)			349.
7 Add lines 5 and 6			349.
8 Enter qualifying distributions from Part XII, line 4			50,000.

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.

**LEON AND MARY STRAUSS CHARITABLE
FOUNDATION**

Form 990-PF (2010)

37-6448116

Page 4

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).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2010 estimated tax payments and 2009 overpayment credited to 2010

6a

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 0.

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

9 349.

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10

11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ►

Refunded

11

Statements Regarding Activities

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?

	Yes	No
1a		X
1b		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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

c Did the foundation file Form 1120-POL for this year?

1c

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?

2

If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

3

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6

• 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?

7

7 Did the foundation have at least \$5,000 in assets at any time during the year?

7

If "Yes," complete Part II, col. (c), and Part XV.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NONE

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

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

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

STMT 7

10

Form 990-PF (2010)

LEON AND MARY STRAUSS CHARITABLE
FOUNDATION

Form 990-PF (2010)

37-6448116

Page 5

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 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 ► MARY STRAUSS Telephone no. ► (314) 367-7208
 Located at ► 17 WESTMORELAND PLACE, ST. LOUIS, MO ZIP+4 ► 63108

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

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No 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 ►

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

►

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)): Yes No

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**

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**

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? **3b**

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? **4a** X

2b X

3b

4b X

Form 990-PF (2010)

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LEON AND MARY STRAUSS CHARITABLE
FOUNDATION

Form 990-PF (2010)

37-6448116

Page 6

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	
Organizations relying on a current notice regarding disaster assistance check here	<input checked="" type="checkbox"/>	
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	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b

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
MARY STRAUSS 17 WESTMORELAND PLACE ST. LOUIS, MO 63108	TRUSTEE 1.00	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

Form 990-PF (2010)

LEON AND MARY STRAUSS CHARITABLE
FOUNDATION

Form 990-PF (2010)

37-6448116

Page 7

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
NONE		

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

0

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	

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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LEON AND MARY STRAUSS CHARITABLE
FOUNDATION

Form 990-PF (2010)

37-6448116 Page 8

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 935,825.
b	Average of monthly cash balances	1b 110,550.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 1,046,375.
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 1,046,375.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 15,696.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 1,030,679.
6	Minimum investment return Enter 5% of line 5	6 51,534.

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 51,534.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 349.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 349.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 51,185.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 51,185.
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 51,185.

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 50,000.
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 50,000.
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	5 349.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6 49,651.

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.

Form 990-PF (2010)

LEON AND MARY STRAUSS CHARITABLE
FOUNDATION

Form 990-PF (2010)

37-6448116

Page 9

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				51,185.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			3,252.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 50,000.			3,252.	
a Applied to 2009, but not more than line 2a				
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				46,748.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				4,437.
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	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

LEON AND MARY STRAUSS CHARITABLE
FOUNDATION

Form 990-PF (2010)

37-6448116 Page 11

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
<i>a Paid during the year</i>				
THE NEW JEWISH THEATRE 2 MILLSTONE CAMPUS DRIVE ST. LOUIS, MO 63146			GENERAL	15,000.
COCA 524 TRINITY AVENUE ST. LOUIS, MO 63130			GENERAL	20,000.
GRAND CENTER 3526 WASHINGTON AVENUE ST. LOUIS, MO 63103			GENERAL	5,000.
STAGES ST. LOUIS 444 CHESTERFIELD CENTER CHESTERFIELD, MO 63107			GENERAL	5,000.
OPERA THEATRE OF SAINT LOUIS 210 HAZEL AVENUE ST. LOUIS, MO 63119			GENERAL	5,000.
Total			► 3a	50,000.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

023611 12-07-10

Form 990-PF (2010)

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income
		(a) Business code	(b) 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				
4 Dividends and interest from securities			14	31,621.
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income			14	3.
8 Gain or (loss) from sales of assets other than inventory			18	8,724.
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.	40,348.
13 Total. Add line 12, columns (b), (d), and (e)			13	40,348.

Relationship of Activities to the Accomplishment of Exempt Purposes

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010**Name of the organization****LEON AND MARY STRAUSS CHARITABLE
FOUNDATION****Employer identification number****37-6448116****Organization type (check one):****Filers of:** **Section:**Form 990 or 990-EZ 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organizationForm 990-PF 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

LEON AND MARY STRAUSS CHARITABLE
FOUNDATION

Employer identification number

37-6448116

Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MARY B. STRAUSS 17 WESTMORELAND PLACE ST. LOUIS, MO 63108	\$ 100,050.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

LEON AND MARY STRAUSS CHARITABLE
FOUNDATION

Employer identification number

37-6448116

Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization

LEON AND MARY STRAUSS CHARITABLE
FOUNDATION

Employer identification number

37-6448116

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WILLIAM BLAIR & CO. LLC	32,502.	881.	31,621.
TOTAL TO FM 990-PF, PART I, LN 4	32,502.	881.	31,621.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
	3.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3.	0.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	1,165.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,165.	0.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON INVESTMENT INCOME	50.	0.		0.
TO FORM 990-PF, PG 1, LN 18	50.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	5,206.	5,206.		0.
FOREIGN TAX WITHHOLDING	249.	249.		0.
FILING FEES	850.	0.		0.
TO FORM 990-PF, PG 1, LN 23	6,305.	5,455.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SECURITIES	953,437.	1,062,341.
TOTAL TO FORM 990-PF, PART II, LINE 10B	953,437.	1,062,341.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 7

NAME OF CONTRIBUTOR

ADDRESS

MARY STRAUSS

17 WESTMORELAND PLACE
ST. LOUIS, MO 63108

William Blain & Company®

Account Number: 452-28103-1-8-590

Account Name: MARY B STRAUSS TRUSTEE
LEON & MARY STRAUSS CHARITABLE
FOUNDATION TRUST DTD NOV 13 09

CLIENT STATEMENT

	<u>Current Month</u>	<u>Year to Date</u>
Taxable Dividends	7,509.50	28,244.13
Money Market Earnings	0.12	11.38
Capital Gains	881.31	881.31
Total Income	8,390.93	29,136.82

This summary presented for reference only. Please consult Form 1099 issued at year-end for tax reporting purposes

DETAIL

Security Listing

		<u>Cash Balances</u>	<u>Current Month</u>	<u>11/30/10</u>
		Cash Account	100,000.00	0.00
		Total cash balance as of 12/31/09 was \$0.00		
CASH	WBRXX	27,205.63	1.00	100,000
WILLIAM BLAIR FUNDS READY RESERVES FUND			1.00	27,206
Total Cash & Equivalents				131,934
Equities & Options				
AT&T INC	T	350	28.12	9,845
BERKSHIRE HATHAWAY INC DEL CL B NEW	BRKB	350	83.50	29,227
C H ROBINSON WORLDWIDE INC NEW	CHRW	500	57.29	28,649
				438
				(1,188)
				28,039
				11,446
				580

William Blain & Company®

Account Number: 452-28103-1-8-590

Account Name: MARY B STRAUSS TRUSTEE
LEON & MARY STRAUSS CHARITABLE
FOUNDATION TRUST DTD NOV 13 09

CLIENT STATEMENT

Security Listing - continued

Equities & Options						
CARMAX INC	KMX	1,250	21.07	26,340	31.88	39,850
COLGATE PALMOLIVE CO	CL	350	83.87	29,355	80.37	28,130
CONCUR TECHNOLOGIES INC	CNQR	750	41.50	31,127	51.93	38,948
ISHARES TR JPMORGAN USD EMERGING MKTS BD FD ETF	EMB	500	101.28	50,643	107.08	53,540
ISHARES TR S&P U S PFD STK INDEX FD	FFF	1,350	37.06	50,031	38.80	52,380
JOHNSON CONTROLS INC	JCI	1,000	34.97	34,976	38.20	38,200
JPMORGAN CHASE & CO ALERIAN MLP INDEX ETN BASED ON WAP LEVEL OF INDEX	AMJ	1,000	29.86	29,860	36.35	36,350
MARRIOTT INTERNATIONAL INC NEW	MAR	800	36.18	28,948	41.54	33,232
NORTHERN TRUST CORP	NTRS	750	50.58	37,938	55.41	41,558
OMNICOM GROUP INC	OMC	750	39.17	29,381	45.80	34,350
PEPSICO INC	PEP	200	61.73	12,346	65.33	13,066
SALESFORCE COM INC	CRM	250	68.46	17,116	132.00	33,000
SELECT SECTOR SPDR AMEX UTILITIES SELECT INDEX	XLU	750	31.61	23,709	31.34	23,505
STERICYCLE INC	SRCL	500	62.40	31,201	80.92	40,460
UNITED PARCEL SVC INC CL B	UPS	500	59.19	29,598	72.58	36,290

William Blain & Company®

Account Number: 452-28103-1-8-590

Account Name: MARY B STRAUSS TRUSTEE
LEON & MARY STRAUSS CHARITABLE
FOUNDATION TRUST DTD NOV 13 09

CLIENT STATEMENT

Security Listing - continued

Equities & Options						
UNITED TECHNOLOGIES CORP	UTX	400	72.68	29,076	78.72	31,488
VANGUARD INTERNATIONAL EQUITY INDEX FUNDS VANGUARD EMERGING MARKETS ETF	VWO	500	40.76	20,380	48.15	24,073
Total Equities & Options				579,746	676,837	97,091
						16,038
CAPITAL WORLD GROWTH & INCOME FUND INC CL F1	CWGFX	1,226,648	33.34	40,901	35.66	43,742
DODGE & COX INCOME FUND	DODIX	6,010,296	13.10	78,761	13.23	79,516
EURO PAC GROWTH FUND CL F1	AEGFX	1,060,765	38.26	40,589	41.16	43,661
HARBOR BOND FUND INSTITUTIONAL	HABDX	4,556,436	12.14	55,349	12.10	55,133
LOOMIS SAYLES BOND FUND RETAIL CLASS	LSBRX	3,940,038	13.39	52,770	14.22	56,027
PIMCO FDS ALL ASSET FD CL P	PALPX	4,523,439	11.94	54,053	12.06	54,553
VANGUARD INFL-PROTECTED SECS	VIPSX	4,067,091	12.60	51,268	13.00	52,872
Total Mutual Funds				373,691	385,504	11,813

William Blair & Company, L.L.C.
LEON & MARY STRAUSS CHARITABLE FOUNDATION
REALIZED GAINS AND LOSSES
From 12-31-09 Through 12-31-10

452-28703-18 RR#: 590

Open Date	Close Date	Quantity	Security	Unit Cost	Cost Basis	Amort. or Accretion	Unit Price	Gain Or Loss		
								Proceeds	Short Term	Long Term
12-24-09	02-18-10	500	CHEESECAKE FACTORY INC	22.44	11,224		23.43	11,719	494.95	
12-24-09	03-02-10	215	QUALCOMM INC	45.98	9,887		37.26	8,011	-1,875.99	
03-02-10	03-25-10	400	RALCORP HOLDINGS INC NEW	67.92	27,170		66.62	26,651	-518.22	
03-08-10	04-22-10	425	UNION PACIFIC CORP	69.38	29,487		76.68	32,589	3,101.90	
01-22-10	04-30-10	400	***STEINER LEISURE LTD	41.15	16,462		47.64	19,058	2,595.71	
01-27-10	07-27-10	600	PFIZER INC	19.03	11,423		15.07	9,047	-2,376.04	
05-05-10	07-27-10	900	PFIZER INC	17.29	15,569		15.07	13,571	-1,997.33	
12-24-09	09-09-10	500	CISCO SYSTEMS INC	24.00	12,004		20.73	10,369	-1,635.13	
03-29-10	09-09-10	500	CISCO SYSTEMS INC	26.72	13,360		20.73	10,369	-2,990.18	
01-12-10	09-09-10	300	ST JUDE MEDICAL INC	38.40	11,521		35.43	10,631	-889.92	
02-17-10	09-09-10	500	ST JUDE MEDICAL INC	39.00	19,504		35.43	17,719	-1,785.20	
12-24-09	09-13-10	150	AFFILIATED MANAGERS GROUP INC	69.10	10,366		75.23	11,285	919.31	
02-02-10	09-13-10	150	AFFILIATED MANAGERS GROUP INC	65.59	9,839		75.23	11,285	1,445.82	
02-22-10	09-13-10	100	AFFILIATED MANAGERS GROUP INC	70.85	7,085		75.23	7,523	438.88	
02-05-10	09-24-10	200	INTERCONTINENTALEXCHANGE INC	19.367			104.13	20,827	1,459.91	
03-02-10	10-07-10	150	SALESFORCE COM INC	71.28	10,593		104.01	15,601	4,908.27	
02-18-10	10-22-10	650	ILLINOIS TOOL WORKS INC	46.37	30,142		46.43	30,181	38.48	
12-24-09	10-26-10	400	BRISTOL MYERS SQUIBB CO	25.79	10,319		26.77	10,711	391.89	
06-14-10	12-15-10	250	CARMAX INC	21.07	5,268		34.73	8,684	3,416.85	
03-05-10	12-15-10	100	PEPSICO INC	64.13	6,413		65.20	6,520	106.89	
03-29-10	12-15-10	100	PEPSICO INC	66.87	6,987		65.20	6,520	-167.09	
01-11-10	12-15-10	50	UNITED PARCEL SVC INC CL B	63.25	3,162		72.20	3,610	447.48	
02-01-10	12-15-10	1,873.695	**HARBOR BOND FUND INSTITUTIONAL	12.31	23,065		12.69	23,777	712.00	
04-01-10	12-15-10	23.621	**HARBOR BOND FUND INSTITUTIONAL	12.38	292		12.68	299	7.32	
07-01-10	12-15-10	36.387	**HARBOR BOND FUND INSTITUTIONAL	12.69	462		12.68	461	-0.36	

In accordance with applicable security regulations, we ask that you please notify your financial advisor if your investment objective or financial condition has changed. We urge you to compare this account statement with your William Blair & Company (or other custodian) monthly statement to ensure that the funds or securities in each account at the end of the period reflected in each such statement are consistent. This report supplements but in no way supersedes your monthly statements, which are the official record of your account. The information presented here has been taken from sources we believe to be reliable, however, no representation is made as to the accuracy or completeness. This information should not be used for tax reporting purposes without verification from original transaction confirmations and other appropriate documents.

William Blair & Company, L.L.C.

LEON & MARY STRAUSS CHARITABLE FOUNDATION
REALIZED GAINS AND LOSSES

From 12-31-09 Through 12-31-10

452-28103-18 RR#. 590

In accordance with applicable security regulations, we ask that you please notify your financial advisor if your investment objective or financial condition has changed. We urge you to compare this account statement with your William Blair & Company (or other custodian) monthly statement to ensure that the funds or securities in each account at the end of the period reflected in each such statement are consistent. This report supplements but in no way supersedes your monthly statements, which are the official record of your account. The information presented here has been taken from sources we believe to be reliable, however, no representation is made as to the accuracy or completeness. This information should not be used for tax reporting purposes without verification from original transaction confirmations and other appropriate documents.