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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 , 2010, and ending

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

The Leightman Maxey Foundation
PO Box 907
Medford, OR 97501

A Employer identification number

47-6261291

B Telephone number (see the instructions)

541-734-9322

C If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method ☐ Cash ☐ Accrual
☒ Other (specify) Mod. Cash
 (Part I, column (d) must be on cash basis)

► \$ 6,280,913.

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (att sch)**2** Ck ► ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments

152.

152.

N/A

4 Dividends and interest from securities

141,794.

141,794.

5a Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10

-585,442.

b Gross sales price for all assets on line 6a 1,911,316.**7** Capital gain net income (from Part IV, line 2)

0.

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/(loss) (att sch)**11** Other income (attach schedule)

See Statement 1

13,931.

12 Total. Add lines 1 through 11

-429,565.

141,946.

13 Compensation of officers, directors, trustees, etc

94,184.

94,184.

14 Other employee salaries and wages

732.

732.

15 Pension plans, employee benefits**16a** Legal fees (attach schedule) See St 2

1,125.

1,125.

b Accounting fees (attach sch) See St 3

1,940.

1,940.

c Other prof fees (attach sch) See St 4

61,369.

61,369.

17 Interest**18** Taxes (attach schedule)(see instr) See Stm 5

635.

635.

19 Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings

4,272.

4,272.

22 Printing and publications

231.

231.

23 Other expenses (attach schedule)

See Statement 6

16,900.

37.

16,863.

24 Total operating and administrative expenses. Add lines 13 through 23

181,388.

61,406.

119,982.

25 Contributions, gifts, grants paid Part XV

158,711.

158,711.

26 Total expenses and disbursements. Add lines 24 and 25

340,099.

61,406.

278,693.

27 Subtract line 26 from line 12:**a Excess of revenue over expenses and disbursements**

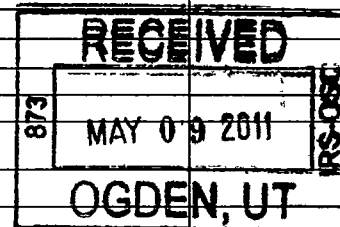
-769,664.

b Net investment income (if negative, enter -0-)

80,540.

c Adjusted net income (if negative, enter -0-)

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ADMINISTRATIVE EXPENSES

G14 9

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end of year amounts only (See instructions) | | Beginning of year | End of year | |
|-----------------------------|---|--|--|-----------------------|-------------|--|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | | |
| ASSETS | 1 | Cash — non-interest-bearing | | | | |
| | 2 | Savings and temporary cash investments | 3,371,603. | 1,285,628. | 1,285,628. | |
| | 3 | Accounts receivable | | | | |
| | | Less: allowance for doubtful accounts | | | | |
| | 4 | Pledges receivable | | | | |
| | | Less: allowance for doubtful accounts | | | | |
| | 5 | Grants receivable | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions) | | | | |
| | 7 | Other notes and loans receivable (attach sch) | | | | |
| | | 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 (attach schedule) | | | | |
| | b | Investments — corporate stock (attach schedule) | | | | |
| | c | Investments — corporate bonds (attach schedule) | | | | |
| | LIABILITIES | 11 | Investments — land, buildings, and equipment basis | | | |
| | | Less: accumulated depreciation (attach schedule) | | | | |
| 12 | | Investments — mortgage loans | | | | |
| 13 | | Investments — other (attach schedule) Statement 7 | 2,925,956. | 4,995,285. | 4,995,285. | |
| 14 | | Land, buildings, and equipment basis | | | | |
| | | Less: accumulated depreciation (attach schedule) | | | | |
| 15 | | Other assets (describe) | | | | |
| 16 | | Total assets (to be completed by all filers — see instructions Also, see page 1, item I) | 6,297,559. | 6,280,913. | 6,280,913. | |
| 17 | | Accounts payable and accrued expenses | | | | |
| 18 | | Grants payable | 45,140. | | | |
| NET ASSETS OR FUND BALANCES | 19 | Deferred revenue | | | | |
| | 20 | Loans from officers, directors, trustees, & other disqualified persons | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | |
| | 22 | Other liabilities (describe) | | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 45,140. | 0. | | |
| | | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/> | | | | |
| | 24 | Unrestricted | 6,252,419. | 6,280,913. | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/> | | | | |
| 27 | Capital stock, trust principal, or current funds | | | | | |
| 28 | Paid-in or capital surplus, or land, building, and equipment fund | | | | | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | | | | | |
| 30 | Total net assets or fund balances (see the instructions) | 6,252,419. | 6,280,913. | | | |
| 31 | Total liabilities and net assets/fund balances (see the instructions) | 6,297,559. | 6,280,913. | | | |

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 | 6,252,419. |
| 2 | Enter amount from Part I, line 27a | 2 | -769,664. |
| 3 | Other increases not included in line 2 (itemize) See Statement 8 | 3 | 798,158. |
| 4 | Add lines 1, 2, and 3 | 4 | 6,280,913. |
| 5 | Decreases not included in line 2 (itemize) | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30 | 6 | 6,280,913. |

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 shares MLC Company) | | (b) How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|--|--|--|---|-------------------------------------|
| 1a Capital Gain Distributions | | P | Various | Various |
| b Sales of Publicly Traded Securities | | P | Various | Various |
| 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 18,457. | | | 18,457. |
| b 1,892,859. | | 2,496,758. | -603,899. |
| c | | | |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h)) |
|---|--------------------------------------|---|---|
| (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | |
| a | | | 18,457. |
| b | | | -603,899. |
| 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 | -585,442. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | | | |
| If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 | — [] — | 3 | 0. |

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 the instructions before making any entries | | | |
|--|--|---|---|
| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (column (b) divided by column (c)) |
| 2009 | 245,697. | 5,639,991. | 0.043563 |
| 2008 | 324,167. | 7,014,663. | 0.046213 |
| 2007 | 335,366. | 8,317,468. | 0.040321 |
| 2006 | 280,533. | 6,754,691. | 0.041532 |
| 2005 | 148,526. | 1,096,632. | 0.135438 |

| | | |
|---|----------|------------|
| 2 Total of line 1, column (d) | 2 | 0.307067 |
| 3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | 0.061413 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | 4 | 6,062,506. |
| 5 Multiply line 4 by line 3 | 5 | 372,317. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 805. |
| 7 Add lines 5 and 6 | 7 | 373,122. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 278,693. |

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 the instructions)

| | | | |
|--|----|--------|--------|
| 1 a. Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.) | | | |
| b. Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 1,611. |
| c. All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b) | | | |
| 2. Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3. Add lines 1 and 2 | | 3 | 1,611. |
| 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 | 1,611. |
| 6. Credits/Payments | | | |
| a. 2010 estimated tax pmts and 2009 overpayment credited to 2010 | 6a | 3,159. | |
| b. Exempt foreign organizations – tax withheld at source | 6b | | |
| c. Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d. Backup withholding erroneously withheld | 6d | | |
| 7. Total credits and payments. Add lines 6a through 6d | 7 | 3,159. | |
| 8. Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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 | 0. | |
| 10. Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 1,548. | |
| 11. Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 1,548. Refunded <input type="checkbox"/> | 11 | 0. | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|-----|
| 1 a. During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b. Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i> | | X |
| c. Did the foundation file Form 1120-POL for this year? | | X |
| d. Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0. | | |
| e. Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0. | | |
| 2. Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i> | | 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? <i>If 'Yes,' attach a conformed copy of the changes</i> | | X |
| 4 a. Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b. If 'Yes,' has it filed a tax return on Form 990-T for this year? | | N/A |
| 5. Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i> | | X |
| 6. Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7. Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i> | X | |
| 8 a. Enter the states to which the foundation reports or with which it is registered (see the instructions) <input type="checkbox"/> OR | | |
| 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? <i>If 'No,' attach explanation</i> | 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)? <i>If 'Yes,' complete Part XIV</i> | | X |
| 10. Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i> | | X |

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Form 990-PF (2010)

Part VII-A Statements Regarding Activities (Continued)

| | | | | |
|----|--|----|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.leightmanmaxeyfoundation.org</u> | 13 | X | |
| 14 | The books are in care of <u>Dee Ann Harris</u> Telephone no <u>541-734-9322</u> Located at <u>PO Box 907 Medford, OR</u> ZIP + 4 <u>97501</u> | | | |
| 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 <u>15</u> | | N/A | 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country | 16 | Yes | No X |

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

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

| | Yes | No |
|--|---|-----|
| 1a During the year did the foundation (either directly or indirectly): | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | 1b | X |
| 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(i)(5)) | | |
| a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions) | 2b | N/A |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If 'Yes,' did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010) | 3b | N/A |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? | 4b | X |

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Form 990-PF (2010)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

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?

If 'Yes' to 6b, file Form 8870

6b X

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?

7b

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

| (a) Name and address | (b) Title and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|--|---|---|---------------------------------------|
| Dee Ann Harris PO Box 907 Medford, OR 97501 | Trustee 40.00 | *75,000. | 19,184. | 0. |
| | | | | |
| | | | | |
| | | | | |
| * Compensation as key employee not as Board Member | | | | |

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|--|---------------------|------------------|
| None | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | | 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 (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 N/A | |
| 2 | |
| All other program-related investments See instructions | |
| 3 | |
| Total. Add lines 1 through 3 | 0. |

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Form 990-PF (2010)

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 | 3,588,722. |
| b Average of monthly cash balances | 1b | 2,566,106. |
| c Fair market value of all other assets (see instructions) | 1c | |
| d Total (add lines 1a, b, and c) | 1d | 6,154,828. |
| 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 | 6,154,828. |
| 4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 92,322. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 6,062,506. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 303,125. |

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 | 303,125. |
| 2a Tax on investment income for 2010 from Part VI, line 5 | 2a | 1,611. |
| b Income tax for 2010 (This does not include the tax from Part VI) | 2b | |
| c Add lines 2a and 2b | 2c | 1,611. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 301,514. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | 5,108. |
| 5 Add lines 3 and 4 | 5 | 306,622. |
| 6 Deduction from distributable amount (see instructions) | 6 | |
| 7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 306,622. |

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 | 278,693. |
| b Program-related investments — total from Part IX-B | 1b | |
| 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 Amounts set aside for specific charitable projects that satisfy the | | |
| a Suitability test (prior IRS approval required) | 3a | |
| b Cash distribution test (attach the required schedule) | 3b | |
| 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 278,693. |
| 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 278,693. |

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 | | | | 306,622. |
| 2 Undistributed income, if any, as of the end of 2010 | | | | |
| a Enter amount for 2009 only | | | 67,192. | |
| b Total for prior years 20__, 20__, 20__ | | 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: ► \$ 278,693. | | | | |
| a Applied to 2009, but not more than line 2a | | | 67,192. | |
| 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 | | | | 211,501. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 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 instructions | | | 0. | |
| f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 | | | | 95,121. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | 0. | | | |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions) | 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 | | | | |

BAA

Form 990-PF (2010)

N/A

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

See Statement for Line 2a

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|----------|
| <i>a Paid during the year</i> See Statement 10 | | | | |
| Total | | | ▶ 3a | 158,711. |
| <i>b Approved for future payment</i> | | | | |
| Total | | | ▶ 3b | |

Enter gross amounts unless otherwise indicated

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

| | (a) Revenue per Books | (b) Net Investment Income | (c) Adjusted Net Income |
|-----------------------|-----------------------------|---------------------------------|-------------------------------|
| Litigation Settlement | \$ 104. | | |
| Return of Grants | 13,827. | | |
| Total | \$ 13,931. | \$ 0. | \$ 0. |

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

| | (a) Expenses Per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|--------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Legal Fees | \$ 1,125. | | | \$ 1,125. |
| Total | \$ 1,125. | \$ 0. | | \$ 1,125. |

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

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|-----------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Accounting Fees | \$ 1,940. | | | \$ 1,940. |
| Total | \$ 1,940. | \$ 0. | | \$ 1,940. |

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

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|----------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Investment Management Fees | \$ 61,369. | \$ 61,369. | | |
| Total | \$ 61,369. | \$ 61,369. | | \$ 0. |

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

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Oregon Tax | \$ 635. | | | \$ 635. |
| Total | <u>\$ 635.</u> | <u>\$ 0.</u> | <u></u> | <u>\$ 635.</u> |

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

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|--------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Advisory Meetings | \$ 138. | | | \$ 138. |
| Bank Charges | 37. | \$ 37. | | |
| Computer Services | 10,724. | | | 10,724. |
| Insurance | 806. | | | 806. |
| Membership Dues | 495. | | | 495. |
| Misc. Operating Expenses | 610. | | | 610. |
| Payroll Service | 1,103. | | | 1,103. |
| Postage & Delivery | 359. | | | 359. |
| Supplies | 2,100. | | | 2,100. |
| Telephone | 528. | | | 528. |
| Total | <u>\$ 16,900.</u> | <u>\$ 37.</u> | <u></u> | <u>\$ 16,863.</u> |

Statement 7
Form 990-PF, Part II, Line 13
Investments - Other

| | Valuation Method | Book Value | Fair Market Value |
|--------------------------------------|---------------------|--------------------|----------------------|
| <u>Other Investments</u> | | | |
| Ishares TR Barclays Bond Fund 20yr | Mkt Val | \$ 188,240. | \$ 188,240. |
| Ishares TR Barclays Bond Fund 7-10yr | Mkt Val | 187,640. | 187,640. |
| Spdr Dow Dones Intl | Mkt Val | 7,786. | 7,786. |
| Vanguard REIT | Mkt Val | 55,370. | 55,370. |
| Total Other Investments | | <u>\$ 439,036.</u> | <u>\$ 439,036.</u> |

Other Publicly Traded Securities

| | | | |
|--|---------|------------|------------|
| Bridgeway Ultra Sm Co., 15,544.8230 Sh | Mkt Val | 229,597. | 229,597. |
| Vanguard Dividend Gwth Fd, 17,664.314 Sh | Mkt Val | 254,013. | 254,013. |
| Vanguard Tot Intl Stk Mkt, 22,172.924 Sh | Mkt Val | 349,445. | 349,445. |
| Manning & Napier World 9,502.73 Sh | Mkt Val | 81,819. | 81,819. |
| Matthews Asia Dividend 14,074.4820 Sh | Mkt Val | 201,687. | 201,687. |
| Matthews Asia Small Cap 466.525 Sh | Mkt Val | 9,872. | 9,872. |
| Oakmark Global Fund CL 16,518.379 Sh | Mkt Val | 371,333. | 371,333. |
| Oakmark Select Fund 6,866.038 Sh | Mkt Val | 188,473. | 188,473. |
| Osterweis Fund 7,792.437 Sh | Mkt Val | 211,175. | 211,175. |
| Pimco All Asset Instl Cl 88,188.127 Sh | Mkt Val | 1,062,667. | 1,062,667. |

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Statement 7 (continued)
Form 990-PF, Part II, Line 13
Investments - Other

Other Publicly Traded Securities

| | | | |
|---|---------|----------------------|----------------------|
| Primecap Odyssey Aggr 7,8660.055 Sh | Mkt Val | \$ 129,455. | \$ 129,455. |
| Royce Special Equity Fund 255.956 Sh | Mkt Val | 5,342. | 5,342. |
| Vanguard Energy Fund 2,035.019 Sh | Mkt Val | 132,052. | 132,052. |
| Vanguard Intl Explorer 7,832.474 Sh | Mkt Val | 130,567. | 130,567. |
| Vanguard Precious Metals 4,843.88 Sh | Mkt Val | 129,574. | 129,574. |
| Fidelity Adv Floating 21,870.496 Sh | Mkt Val | 214,112. | 214,112. |
| Fidelity New Mkts Income 12,415.026 Sh | Mkt Val | 194,295. | 194,295. |
| Fidelity Strategic 19,076.182 Sh | Mkt Val | 211,555. | 211,555. |
| Osterweis Strategic 21,740.728 Sh | Mkt Val | 252,627. | 252,627. |
| Pimco Emerg Local Bond Fd 18,459.044 Sh | Mkt Val | 196,589. | 196,589. |
| Total Other Publicly Traded Securities | | <u>\$ 4,556,249.</u> | <u>\$ 4,556,249.</u> |
| Total | | <u>\$ 4,995,285.</u> | <u>\$ 4,995,285.</u> |

Statement 8
Form 990-PF, Part III, Line 3
Other Increases

| | | |
|-------------------------------|--|--------------------|
| FMV Adjustment of Investments | | \$ 798,158. |
| Total | | <u>\$ 798,158.</u> |

Statement 9
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

| | |
|-------------------------|----------------------------|
| Name of Grant Program: | |
| Name: | Dee Ann Harris |
| Care Of: | Leightman Maxey Foundation |
| Street Address: | PO Box 907 |
| City, State, Zip Code: | Medford, OR 97501 |
| Telephone: | 541-734-9322 |
| Form and Content: | See Statement 11 |
| Submission Deadlines: | See Statement 11 |
| Restrictions on Awards: | See Statement 11 |

The Leightman Maxey Foundation

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Statement 10
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

| <u>Name and Address</u> | <u>Donee Relationship</u> | <u>Found- ation Status</u> | <u>Purpose of Grant</u> | <u>Amount</u> |
|---|---------------------------|------------------------------------|--|---------------|
| Kids Unlimited 821 N. Riverside Avenue Medford, OR 97501 | N/A | 509(a) (1) | Culinary Arts/Gardening | \$ 8,000. |
| Oasis Shelter Home, Inc. PO Box 932 Gold Beach, OR 97444 | N/A | 509(a) (1) | Nutrition & Meal Preparation education | 7,500. |
| Magdalene Home 12 Black Oak Drive Medford, OR 97504 | N/A | 509(a) (1) | 0.90 FTE salarysupporpt for the position of housemother/life skills trainer | 5,000. |
| Community Works 900 E. Main Street Medford, OR 97504 | N/A | 509(a) (1) | Transitional Living Program | 7,000. |
| Rogue Community College 117 S. Central Avenue Medford, OR 97501 | N/A | 509(a) (1) | Dollars & Sense Publication inserts; Nonprofit Small Business Development Scholarships | 3,500. |
| Consumer Credit Counseling Svc of So OR 820 Crater Lake Ave #202 Medford, OR 97504 | N/A | 509(a) (1) | Board Fundraising Training and Development; Outreach financial education and counseling | 7,500. |
| Netcorps 1245 Pearl Street Eugene, OR 97401 | N/A | 509(a) (1) | Nonprofit Technology Support | 15,000. |
| Jackson County School District #6 300 Ash Street Central Point, OR 97502 | N/A | 509(a) (1) | Headwaters Career and Finance Project | 1,500. |
| United Way of Jackson County 711 East Main Street, Suite 17 Medford, OR 97504 | N/A | 509(a) (1) | Oregon Nonprofit Leaders Conference | 1,500. |

The Leightman Maxey Foundation

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Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

| Name and Address | Donee Relationship | Found- ation Status | Purpose of Grant | Amount |
|---|--------------------|---------------------------|--|-----------|
| Financial Stewardship Resources Inc 119 S 16th Street Philomath, OR 97370 | N/A | 509(a) (1) | Southern Oregon Nonprofit Organization Board Training | \$ 1,500. |
| Job Council 673 Market Street Medford, OR 97504 | N/A | 509(a) (1) | Basic Needs Assistance | 5,000. |
| Oregon State University-So OR Extension Southern OR Extension Corvallis, OR 97331 | N/A | 509(a) (1) | Nutrition Living Well | 27,146. |
| Coalition for Kids, Inc. 223 SE M Street Grants Pass, OR 97526 | N/A | 509(a) (1) | Money Smart Financial Literacy Program | 12,000. |
| Consumer Crdt Counsel Svc of Coos-Curry 375 S. 4th Street, Suite 100 Coos Bay, OR 97420 | N/A | 509(a) (1) | Financial Education | 21,317. |
| Healthy Kids Now, Inc. 520 Medical Center Dr. Medford, OR 97504 | N/A | 509(a) (1) | Be a fit kid | 8,184. |
| SO OR Adolescent Study & Treatment Ctr 715 SW Ramsey Ave. Grants Pass, OR 97527 | N/A | 509(a) (1) | 2010 Summer Prevocational Work Study Project | 8,217. |
| Sparc Enterprises, Inc. 1990 NW Washington Blvd Grants Pass, OR 97526 | N/A | 509(a) (1) | SPARC - Stepping Stone Merger | 13,847. |
| Technical Assistance for Community Srvcs 1001 SE Water Ave, #490 Portland, OR 97214 | N/A | 509(a) (1) | Technical Assistance Fund | 5,000. |

Total \$ 158,711.

Statement 11
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Foundation Mission

To provide educational experiences related to careers, finance and nutrition for individuals to encourage and enable them to be self-reliant, productive members of society.

Foundation Purpose and Geographic Scope

The Leightman Maxey Foundation is a private foundation that distributes grants in support of nonprofit organizations whose services are in line with the mission of the Foundation. Funding priority is given to those organizations serving "at risk" clients.

The Foundation is particularly interested in supporting educational endeavors with any of the following focuses:

Career: work programs, employable skills programs, employment seeking preparation

Finance: budgeting, judicious use of credit, living within one's means

Nutrition: shopping for and preparing healthy, economical meals

Grants may be awarded in any of the following three categories:

Capacity Building - The intention of a capacity building grant is to strengthen a nonprofit's performance and improve organizational effectiveness. The following are examples of activities that would fall under this category: strategic planning, organizational assessment, board development, collaboration and strategic restructuring, marketing and communications, technology and information systems, volunteer recruitment and management

General Operating - The intention of an unrestricted general operating grant is to support a nonprofit organization's mission rather than a specific project/program. These represent funds needed to sustain day to day operations. The following are examples of activities that would fall under this category: salaries, office expenses (rent, utilities, etc.)

Project/Program - The intention of a project/program grant is to provide funds for a specific endeavor. It may be either a one time event and/or ongoing. The following are examples of activities that would fall under this category: job skills training, financial education classes, nutrition/cooking classes for clients

Multiyear grants may be awarded. They will be limited to two years with the second year of funding being contingent upon a satisfactory report being received from the grantee at the end of the first years funding period.

The Foundation limits its funding to Southern Oregon, specifically Jackson, Josephine, Klamath and Curry counties.

Eligibility Considerations and Requirements

Grant requests are considered only from organizations that are established nonprofit, tax-exempt, charitable organizations and public entities in any of the above named four counties. The Foundation will consider only one grant request from the same organization in a twelve month period, unless an additional request is invited by the Foundation. A final report for any previous funding must be received by the Foundation before another application from a previous grantee will be considered.

The Leightman Maxey Foundation generally makes grants up to \$15,000.00. The Foundation favors proposals with specific goals and strategies for reaching these goals.

Grants are not made to or for any of the following purposes:

1. Individuals
2. Projects seeking to influence elections, political candidates or legislation.

Application Deadlines

There are two grant application deadlines a year:

March 1 and September 1.

To be considered, a proposal must be postmarked by the deadline date. When one of these dates falls on a weekend or holiday, the postmark may reflect the following business day. Applications sent by fax or email cannot be accepted.

Application Procedures

1. Review the Leightman Maxey Foundation purpose and geographical scope to determine if your charitable activity or organization meets these guidelines.
2. Applicants must have received tax-exempt status as stated in Section 501(c)(3) and 509(a) of the Internal Revenue Code, or the equivalent for public entities.
3. Complete the grant application entirely. Do not exceed the space requirements for your answers on the grant application or use smaller than 10 font size.
4. Submit one original application with a brief cover letter and the following materials:

Detailed project/program or capacity building budget, if applicable. Include projected income sources and expenditures

Detailed agency budget for the current fiscal year

Most recent financial statement (from last completed fiscal year), audited if available

First page of the most recent IRS 990 + one complete copy (stapled) of the most recent 990 with ALL attachments, schedules & statements

Current list of Board members and their occupations

Proof of liability insurance

Board minutes acknowledging this grant application

Application Review

The Foundation will acknowledge each application received. During the grant review period, the Foundation may request an interview with, or a site visit to, the sponsoring agency in order to gain more information about the agency and its

proposal. Additional written material may also be requested. Throughout this time, applicants are encouraged to notify the Foundation of any changes in the status of the project under review, including its funding. Final grant decisions will be announced approximately 10-12 weeks after each deadline. The Foundation cannot expedite a funding decision. All applicants will be advised as to the outcome of their proposals. All decisions are final.

Grant awards are paid upon receipt of the signed grant agreement. Grantees must submit end of grant period reports. The Foundation must receive this report before considering any further grant applications from the same organization.

The Leightman Maxey Foundation endeavors to serve people throughout Southern Oregon. Despite this commitment, the foundation is unable to support every request received. Denial of a grant should not necessarily be considered a reflection on the quality of a project or the worthiness of an organization.

Grant Reporting

Every organization receiving a grant from the Leightman Maxey Foundation has a responsibility to report on the use of the funds granted. Reporting guidelines are provided with each of the Foundation's grant awards and can be found in detail on the Foundation's website. Unless otherwise indicated at the time disbursement is made, reports are required annually until the entire grant has been expended. The Foundation's Grants Advisory Committee values final reports and dedicates an entire meeting for their review. Failure to report as required by the Foundation could influence future grant decisions.

The Leightman Maxey Foundation is continually evolving and refining its processes and priorities. Please visit the Foundation's website annually for new guidelines.