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

2010

Department of the Treasury Internal Revenue Service

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

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

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

LEAR FAMILY FOUNDATION 100 NORTH CRESCENT DRIVE #250 BEVERLY HILLS, CA 90210

A Employer identification number 95-4661216 B Telephone number (see the instructions) 310-385-4087 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) \$ 18,952,110. J Accounting method: Cash, Accrual, Other (specify) MODIFIED CASH

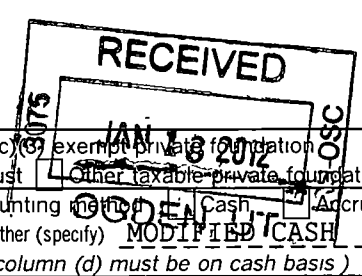


Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include 1-12 (Total), 13-26 (Administrative Expenses), and 27 (Subtract line 26 from line 12).

SCANNED JAN 23 2012

ADMINISTRATIVE EXPENSES

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing		101,491.	39,989.	39,989.
	2	Savings and temporary cash investments		832,106.	353,507.	353,507.
	3	Accounts receivable				
		Less: allowance for doubtful accounts		19.		
	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)	3,000,000.			
		Less: allowance for doubtful accounts		2,325,000.	3,000,000.	3,000,000.
	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)		9,330,403.	7,474,490.	7,474,490.
		c Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe SEE STATEMENT 7 )		8,081,624.	8,084,124.	8,084,124.	
16	<b>Total assets</b> (to be completed by all filers – see instructions Also, see page 1, item l)		20,670,643.	18,952,110.	18,952,110.	
LIABILITIES	17	Accounts payable and accrued expenses		21,385.		
	18	Grants payable				
	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	<b>Total liabilities</b> (add lines 17 through 22)		21,385.	0.	
NET ASSET BALANCE	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. X					
	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		20,649,258.	18,952,110.	
	30	<b>Total net assets or fund balances</b> (see the instructions)		20,649,258.	18,952,110.	
	31	<b>Total liabilities and net assets/fund balances</b> (see the instructions)		20,670,643.	18,952,110.	

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	20,649,258.
2	Enter amount from Part I, line 27a	2	-3,008,817.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 8	3	1,311,669.
4	Add lines 1, 2, and 3	4	18,952,110.
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	18,952,110.

**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 NORTHERN TRUST #LFF 01 FROM 1099	P	VARIOUS	VARIOUS
b NORTHERN TRUST #LFF 01 SEE SCHEDULE	P	VARIOUS	VARIOUS
c NORTHERN TRUST #LFF 01 SEE SCHEDULE	P	VARIOUS	VARIOUS
d CORE CAPITAL PTRS, LP - ST FROM K-1	P	VARIOUS	VARIOUS
e CORE CAPITAL PTRS, LP - LT FROM K-1	P	VARIOUS	VARIOUS

(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 55.			55.
b 4,924,469.		4,888,697.	35,772.
c 3,948,228.		4,468,876.	-520,648.
d		1,589.	-1,589.
e		123,747.	-123,747.

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			55.
b			35,772.
c			-520,648.
d			-1,589.
e			-123,747.

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	-610,157.
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.

(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	2,384,580.	10,194,020.	0.233919
2008	4,438,617.	16,835,932.	0.263640
2007	5,143,593.	22,707,474.	0.226515
2006	3,247,339.	23,568,736.	0.137782
2005	3,518,858.	23,991,619.	0.146670

2 Total of line 1, column (d)	2	1.008526
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	0.201705
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	8,877,649.
5 Multiply line 4 by line 3	5	1,790,666.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,461.
7 Add lines 5 and 6	7	1,792,127.
8 Enter qualifying distributions from Part XII, line 4	8	2,557,759.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,461.
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	1,461.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		5	1,461.
6 Credits/Payments.			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	28,457.	
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	28,457.	
8 Enter any <b>penalty</b> for underpayment of estimated tax Check here <input 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 <b>amount owed</b>	9		0.
10 <b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10		26,996.
11 Enter the amount of line 10 to be <b>Credited to 2011 estimated tax</b> <input checked="" type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	26,996.	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 <b>Form 1120-POL</b> 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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" 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 checked="" 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 <b>Form 990-T</b> 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 checked="" type="checkbox"/> <u>CA</u>		
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 <i>General Instruction G</i> ? <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

**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 <span style="float:right">▶ N/A</span>	13	X	
14	The books are in care of ▶ <u>JULIE DYER</u> Telephone no ▶ <u>310-385-4087</u> Located at ▶ <u>100 N. CRESCENT DR., #250, BEVERLY HILLS</u> ZIP + 4 ▶ <u>90210</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 N/A ▶ <input type="checkbox"/> <span style="float:right">▶ 15</span> 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
1 a 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? <i>See Stmt</i> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" 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(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
b Are there any years listed in 2a for which the foundation is <b>not</b> 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 ▶ 20__ , 20__ , 20__ , 20__		
3 a 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
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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)?  Yes  No

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?  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?  Yes  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?  Yes  No

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No N/A

5b	X	
6b		X
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
NORMAN LEAR 100 N. CRESCENT DR., STE. 250 BEVERLY HILLS, CA 90210	PRES., DIR 0	0.	0.	0.
JULIE DYER 100 N. CRESCENT DR., STE. 250 BEVERLY HILLS, CA 90210	TREASURER 0	0.	0.	0.
LYN LEAR 100 N. CRESCENT DR., STE. 250 BEVERLY HILLS, CA 90210	DIRECTOR 0	0.	0.	0.

**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
LARA BERGTHOLD 2658 N. BEACHWOOD DR. LOS ANGELES, CA 90068	ASSOC. DIRECT 40	238,689.	15,000.	0.
ANA MARIA GERALDINO 5516 ALLOT AVE. VAN NUYS, CA 91401	GRANTS ADMINI 40	77,947.	15,000.	0.

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		
-----		
-----		
-----		
-----		
-----		
<b>Total</b> number of others receiving over \$50,000 for professional services		<b>0</b>

**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 THE FOUNDATION'S SOLE ACTIVITY IS TO MAKE GRANTS FOR CHARITABLE AND EDUCATIONAL PURPOSES.	2,557,759.
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	
<b>Total.</b> Add lines 1 through 3	<b>0.</b>

BAA

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	8,194,848.
<b>b</b> Average of monthly cash balances	<b>1b</b>	817,994.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d Total</b> (add lines 1a, b, and c)	<b>1d</b>	9,012,842.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	9,012,842.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	135,193.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	8,877,649.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	443,882.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	443,882.
<b>2a</b> Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	1,461.
<b>b</b> Income tax for 2010 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	1,461.
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	442,421.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	442,421.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7 Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	442,421.

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

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
<b>a</b> Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	<b>1a</b>	2,557,759.
<b>b</b> Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4 Qualifying distributions</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,557,759.
<b>5</b> 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)	<b>5</b>	1,461.
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	2,556,298.

**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				442,421.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	2,377,477.			
b From 2006	2,124,528.			
c From 2007	4,087,161.			
d From 2008	3,620,518.			
e From 2009	1,879,785.			
f Total of lines 3a through e	14,089,469.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 2,557,759.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2010 distributable amount				442,421.
e Remaining amount distributed out of corpus	2,115,338.			
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	16,204,807.			
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				0.
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)	2,377,477.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	13,827,330.			
10 Analysis of line 9.				
a Excess from 2006	2,124,528.			
b Excess from 2007	4,087,161.			
c Excess from 2008	3,620,518.			
d Excess from 2009	1,879,785.			
e Excess from 2010	2,115,338.			

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

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

**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.)**

**1 Information Regarding Foundation Managers:**

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

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest  
 NONE

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

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

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

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE STATEMENT ATTACHED	VARIOUS	PUBLIC	CHARITABLE	2,043,669.
<b>Total</b>				▶ <b>3a</b> 2,043,669.
<i>b Approved for future payment</i>				
<b>Total</b>				▶ <b>3b</b>





**2010  
FEDERAL STATEMENTS**

**LEAR FAMILY FOUNDATION  
FEIN: 95-4661216**

**FORM 990-PF, PART VII-B, QUESTION 1  
FINANCIAL TRANSACTIONS**

**1a(2)**

**DURING 2007, 2008, 2009 AND 2010, THE LEAR FAMILY FOUNDATION PROVIDED ASSISTANCE TO THE DECLARATION OF INDEPENDENCE, INC., AN ORGANIZATION FORMED BY ONE OF ITS DIRECTORS, NORMAN LEAR, IN THE FORM OF INTEREST-FREE LOANS TOTALLING \$3,000,000. THE LOANS ARE REPAYABLE ON DEMAND. SEE BALANCE SHEET, PART II, LINE 7.**

**2010 AMENDED RETURNS  
FEDERAL & CALIFORNIA STATEMENTS**

**LEAR FAMILY FOUNDATION  
FEIN: 95-4661216**

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THIS RETURN IS BEING AMENDED TO CORRECT PART VII-B, STATEMENTS REGARDING ACTIVITIES FOR WHICH FORM 4720 MAY BE REQUIRED. THE TAXPAYER MADE A GRANT OF \$5,000 TO URBAN ENTERTAINMENT INSTITUTE ON SEPTEMBER 24, 2010. THE ORGANIZATION WAS A PREVIOUSLY EXEMPT PUBLIC CHARITY. LEAR FAMILY FOUNDATION WAS UNAWARE THAT URBAN ENTERTAINMENT INSTITUTE'S EXEMPTION WAS REVOKED ON MAY 15, 2010 FOR FAILURE TO FILE FOR 3 YEARS. THE URBAN ENTERTAINMENT INSTITUTE HAS INFORMED LEAR FAMILY FOUNDATION THAT IT IS CURRENTLY TRYING TO GET ITS EXEMPT STATUS REINSTATED.

IMMEDIATELY UPON LEARNING OF THE REVOCATION IN 2011, NORMAN LEAR, PRESIDENT AND DIRECTOR OF LEAR FAMILY FOUNDATION PERSONALLY CORRECTED THIS SITUATION BY MAKING A GIFT TO THE FOUNDATION IN THE AMOUNT OF \$5,000 (THE AMOUNT OF THE ERRONEOUS GRANT).

THE PAYMENT OF \$5,000 WAS RECLASSIFIED ON THIS AMENDED RETURN AS A TAXABLE EXPENDITURE AND IT WAS REMOVED FROM "GRANTS PAID" ON PART I, LINE 25.

AN EXCISE TAX OF 20% OF THE GRANT, OR \$1,000 IS BEING PAID WITH THIS RETURN.

CLIENT LFFAMEND

LEAR FAMILY FOUNDATION, INC.

95-4661216

12/22/11

01:26PM

**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 11**  
**OTHER INCOME**

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	\$ 12,951.		
<b>TOTAL</b>	<u>\$ 12,951.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**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	\$ 5,183.			\$ 5,183.
<b>TOTAL</b>	<u>\$ 5,183.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 5,183.</u>

**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	\$ 10,218.			\$ 10,218.
<b>TOTAL</b>	<u>\$ 10,218.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 10,218.</u>

**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
CONSULTING	\$ 50,000.			\$ 50,000.
CORE CAPITAL FEES FROM K-1	11,154.	\$ 11,154.		
CUSTODIAN & MGMT FEES	56,902.	56,902.		
<b>TOTAL</b>	<u>\$ 118,056.</u>	<u>\$ 68,056.</u>	<u>\$ 0.</u>	<u>\$ 50,000.</u>

CLIENT LFFAMEND

LEAR FAMILY FOUNDATION, INC.

95-4661216

12/22/11

01 26PM

**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
FOREIGN TAXES	\$ 1,948.	\$ 1,948.		
FRANCHISE TAX BOARD	10.			\$ 10.
<b>TOTAL</b>	<u>\$ 1,958.</u>	<u>\$ 1,948.</u>	<u>\$ 0.</u>	<u>\$ 10.</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
ADP FEES	\$ 10,779.			\$ 10,779.
EMPLOYEE BENEFITS	16,495.			16,495.
FREIGHT	21.			21.
INTERNET	429.			429.
OFFICE SUPPLIES	528.			528.
SOS FEES	50.			50.
TAXABLE EXPENDITURES	5,000.			5,000.
<b>TOTAL</b>	<u>\$ 33,302.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 33,302.</u>

**STATEMENT 7**  
**FORM 990-PF, PART II, LINE 15**  
**OTHER ASSETS**

	BOOK VALUE	FAIR MARKET VALUE
DECLARATION OF INDEPENDENCE-HISTORICAL <i>Document</i>	\$ 8,076,919.	\$ 8,076,919.
EQUIPMENT-COMPUTER	7,205.	7,205.
<b>TOTAL</b>	<u>\$ 8,084,124.</u>	<u>\$ 8,084,124.</u>

**STATEMENT 8**  
**FORM 990-PF, PART III, LINE 3**  
**OTHER INCREASES**

UNREALIZED GAIN ON MARKETABLE SECURITIES	\$ 1,311,669.
<b>TOTAL</b>	<u>\$ 1,311,669.</u>

CLIENT LFFAMEND

LEAR FAMILY FOUNDATION, INC.

95-4661216

12/22/11

01 26PM

**OTHER INCOME PRODUCING ACTIVITIES  
INTEREST ON SAVINGS & CASH INVESTMENTS**

JP MORGAN #6901007515

TOTAL	\$	51.
	\$	<u>51.</u>

**OTHER INCOME PRODUCING ACTIVITIES  
DIVIDENDS/INTEREST FROM SECURITIES.**

CORE CAPITAL PARTNERS, LP  
 NORTHERN TRUST #LFF01 17-02389  
 NORTHERN TRUST #LFF01 17-02389  
 NORTHERN TRUST #LFF01 17-02389  
 NORTHERN TRUST #LFF01 17-02389

	\$	0.
		21,161.
		108,672.
		86,268.
		0.
TOTAL	\$	<u>216,101.</u>

**BALANCE SHEET *Beginning*  
CORPORATE STOCK (FORM 990-PF)[O]**

CAPITAL GUARDIAN NON-EMERGING  
 CAPITAL GUARDIAN NON-EMERGING FOREIGN  
 GOV'T BONDS & CORP SECURITIES  
 ACCRUED INTEREST ON BONDS  
 ACCRUED FOREIGN TAXES RECOV.  
 CORE CAPITAL PARTNERS

	\$	1,601,046.
		4,542,055.
		3,027,340.
		31,180.
		6,632.
		122,150.
TOTAL	\$	<u>9,330,403.</u>

**BALANCE SHEET *Ending*  
CORPORATE STOCK (FORM 990-PF)[O]**

CAPITAL GUARDIAN NON-EMERGING  
 CAPITAL GUARDIAN NON-EMERGING FOREIGN  
 GOV'T BONDS & CORP SECURITIES  
 ACCRUED INTEREST ON BONDS  
 ACCRUED FOREIGN TAXES RECOV.  
 CORE CAPITAL PARTNERS

	\$	1,810,400.
		3,073,717.
		2,439,335.
		24,781.
		6,290.
		119,967.
TOTAL	\$	<u>7,474,490.</u>

**Lear Family Foundation  
2010 Grants**

826LA EAST	4/28/2010	1,000.00
ACLU FOUNDATION OF SOUTHERN	10/20/2010	700.00
ACLU FOUNDATION OF SOUTHERN	11/23/2010	10,000.00
ACLU OF SOUTHERN CALIFORNIA	4/21/2010	25,000.00
AFER	12/20/2010	25,000.00
ALL STAR TRIBUTE 2010	3/31/2010	2,500.00
ALVERNO HIGH SCHOOL	2/1/2010	500.00
AMAZON WATCH	6/2/2010	10,000.00
AMERICAN CANCER SOCIETY	8/9/2010	2,500.00
AMNESTY INTERNATIONAL	3/24/2010	20,000.00
ARTIST TRIBE FOUNDATION	11/23/2010	5,000.00
ARTISTS FOR A NEW SOUTH AFRICA	12/20/2010	2,000.00
BALLET HISPANICO	2/24/2010	10,000.00
CAEAR	1/27/2010	500.00
CATHEDRAL HIGH SCHOOL	12/10/2010	5,000.00
CATHEDRAL SCHOOL	10/27/2010	15,000.00
CEDARS-SINAI WOMAN'S	8/18/2010	1,000.00
CHILDREN'S DEFENSE FUND	11/23/2010	10,000.00
CHILDREN'S DIABETES FOUNDATION	6/9/2010	2,500.00
CLAREMONT GRADUATE SCHOOL	4/14/2010	25,000.00
COMMON DREAMS	11/16/2010	1,000.00
CONSERVATION INTERNATIONAL	2/26/2010	5,000.00
COURAGE CAMPAIGN INSTITUTE	11/10/2010	5,000.00
DEATH PENALTY FOCUS	4/7/2010	3,000.00
DEMOCRACIA U.S.A.	11/5/2010	10,000.00
DOCTORS WITHOUT BORDERS	4/28/2010	5,000.00
DOLORES HUERTA FOUNDATION	8/11/2010	10,000.00
EARTH ISLAND INSTITUTE	10/20/2010	10,000.00
ENVIRONMENTAL MEDIA	6/2/2010	25,000.00
ENVIRONMENTAL MEDIA	9/8/2010	5,000.00
EPILEPSY FOUNDATION OF GREATER	8/9/2010	1,000.00
EPILEPSY FOUNDATION OF GREATER	8/11/2010	1,000.00
FOUNDATION CARING FOR COLUMBIA	6/11/2010	1,000.00
FOUNDATION GROW	6/21/2010	1,500.00
FOUNDATION RWANDA	3/10/2010	2,000.00
GBC-GIVING BACK CORPORATION	3/10/2010	275.00
GLAAD	2/17/2010	4,500.00
GLOBAL GREEN USA	2/26/2010	10,000.00
GLOBAL GREEN USA	5/26/2010	7,500.00
GLOBAL GREEN USA	10/27/2010	2,500.00
GLOBAL GREEN USA	10/27/2010	5,000.00
HARVARD-WESTLAKE SCHOOL	11/16/2010	25,000.00
HAS	10/20/2010	1,000.00
HEAL THE BAY	6/2/2010	1,000.00
HEALTHY CHILD HEALTHY WORLD	10/20/2010	2,500.00
HIP DESIGN	8/6/2010	210.00
HIP DESIGN	8/6/2010	10.00
HIP DESIGN	8/30/2010	10.00
HIP DESIGN	9/20/2010	10.00
HUMAN RIGHTS WATCH	8/18/2010	5,000.00
HUMANITAS	8/4/2010	10,000.00
IDYLLWILD ARTS	12/6/2010	20,000.00
IMAGINE LA	5/12/2010	2,000.00
INSTITUTE FOR AMERICA'S FUTURE	5/3/2010	25,000.00
IRAQ AND AFGHANISTAN VETERANS	5/3/2010	5,000.00
JAZZ AT LINCOLN CENTER	2/24/2010	25,000.00
KCRW	8/18/2010	1,000.00
KESHET	8/30/2010	10,000.00
L.A. FAMILY HOUSING	2/5/2010	1,000.00

L.A. GAY & LESBIAN CENTER	5/26/2010	2,500.00
LAANE	5/26/2010	2,500.00
LAANE	11/23/2010	10,000.00
LACER AFTERSCHOOL PROGRAMS	6/2/2010	1,000.00
LACMA	2/26/2010	15,000.00
LACMA	6/28/2010	25,000.00
MUSIC CENTER FOUNDERS	7/14/2010	1,000.00
NATIONAL WOMEN'S LAW CENTER	11/5/2010	10,000.00
NEW YORK UNIVERSITY -	4/14/2010	25,000.00
OJAI PLAYWRIGHTS CONFERENCE	6/30/2010	10,000.00
P. S. ARTS	4/14/2010	5,000.00
PASADENA SYMPHONY ASSOCIATION	5/12/2010	15,000.00
PEN CENTER USA	11/23/2010	2,000.00
PEN USA	7/14/2010	79.00
PEOPLE FOR THE AMERICAN WAY	1/8/2010	17,375.00
PEOPLE FOR THE AMERICAN WAY	11/5/2010	125,000.00
PEOPLE FOR THE AMERICAN WAY	12/6/2010	125,000.00
PLANNED PARENTHOOD	2/5/2010	10,000.00
RAINFOREST ALLIANCE	3/17/2010	15,000.00
SAINTS FELICITAS & PERPETUA	2/1/2010	500.00
SHAFTSBURY CALENDAR COMMITTEE	11/16/2010	1,000.00
ST. BERNARD PROJECT	10/20/2010	1,000.00
STS. FELICITAS & PERPETUA	12/15/2010	500.00
SUNDANCE INSTITUTE	1/8/2010	30,000.00
SUNDANCE INSTITUTE	3/10/2010	1,200.00
SUNDANCE INSTITUTE	7/27/2010	20,000.00
THE ALLIANCE FOR	7/7/2010	1,000.00
THE AMERICAN PLACE THEATRE	5/12/2010	5,000.00
THE ASCAP FOUNDATION	11/5/2010	1,000.00
THE BROAD STAGE	2/12/2010	5,000.00
THE BROAD STAGE	2/24/2010	5,000.00
THE DONOR SIBLING REGISTRY	2/1/2010	10,000.00
THE FRIENDS OF ROBERT FROST	5/12/2010	1,000.00
THE FRIENDS OF ROBERT FROST	12/15/2010	500.00
THE GEFFEN PLAYHOUSE	10/20/2010	25,000.00
THE IMAGEN FOUNDATION	7/27/2010	5,000.00
THE INKWELL THEATRE	11/1/2010	1,000.00
THE JAZZ BAKERY	2/24/2010	2,000.00
THE RAPE FOUNDATION	9/8/2010	5,000.00
THE REAL NEWS PROJECT, INC.	1/8/2010	10,000.00
THE TREVOR PROJECT	10/27/2010	3,500.00
THE TRUST FOR PUBLIC LAND	3/10/2010	2,500.00
THE WOMEN'S FOUNDATION	3/17/2010	2,500.00
THEATRE WEST	1/8/2010	5,000.00
THEATRE WEST	3/31/2010	5,000.00
THEATRE WEST	7/14/2010	5,000.00
TREE PEOPLE	9/8/2010	1,000.00
TRINITAS HEALTH FOUNDATION	5/3/2010	1,000.00
UC REGENTS	2/1/2010	2,500.00
UCLA FOUNDATION	VARIOUS	500,000.00
UNION THEOLOGICAL SEMINARY	2/24/2010	25,000.00
UNITED ALIENS ARTISTS FUND	11/23/2010	1,000.00
UNITED FRIENDS OF THE CHILDREN	2/5/2010	5,000.00
UNITED FRIENDS OF THE CHILDREN	4/21/2010	5,000.00
UNIVERSITY OF CHICAGO	12/6/2010	25,000.00
URANTIA FOUNDATION	12/15/2010	5,000.00
USC - ANNEBERG SCHOOL FOR	VARIOUS	471,800.00
WOMEN FOR WOMEN INTERNATIONAL	3/10/2010	1,000.00
WOMEN FOR WOMEN INTERNATIONAL	8/25/2010	2,500.00
YOUTH SPEAKS, INC.	1/27/2010	5,000.00

2,043,669.00

