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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 4/1/2010, and ending 3/31/2011

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 Leslie Fund, Inc		A Employer identification number 36-6055800
Number and street (or P O box number if mail is not delivered to street address) c/o Foundation Source, 501 Silverside Road		B Telephone number (see page 10 of the instructions) (800) 839-1754
Room/suite 123		
City or town, state, and ZIP code Wilmington DE 19809-1377		
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		C If exemption application is pending, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,440,653		D 1. Foreign organizations, check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
		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"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,969	4,969		
	4 Dividends and interest from securities	239,424	239,424		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	88,383			
	b Gross sales price for all assets on line 6a 3,665,590				
	7 Capital gain net income (from Part IV, line 2)		88,383		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	2	2			
12 Total. Add lines 1 through 11	332,778	332,778			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans—employee benefits				
	16 a Legal fees (attach schedule)	12,215			12,215
	b Accounting fees (attach schedule)	4,410			4,410
	c Other professional fees (attach schedule)	60,145	60,145		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	3,372	72		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	32,238	559		31,679
	24 Total operating and administrative expenses. Add lines 13 through 23	112,380	60,776		48,304
	25 Contributions, gifts, grants paid	357,500			357,500
26 Total expenses and disbursements Add lines 24 and 25	469,880	60,776		405,804	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-137,102				
b Net investment income (if negative, enter -0-)		272,002			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see page 30 of the instructions.

(HTA)

Form **990-PF** (2010)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	293,293	244,266	244,266
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶	659		
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	602,558	445,091	457,215
	b Investments—corporate stock (attach schedule)	6,636,614	6,659,408	7,733,768
	c Investments—corporate bonds (attach schedule)	885,833	933,090	1,005,404
	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 ▶)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,418,957	8,281,855	9,440,653	
Liabilities	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 (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	8,418,957	8,281,855	
30 Total net assets or fund balances (see page 17 of the instructions)	8,418,957	8,281,855		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,418,957	8,281,855		

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	8,418,957
2 Enter amount from Part I, line 27a	2	-137,102
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	8,281,855
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	8,281,855

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly-traded Securities				
b Passthrough K1 Capital Gain				
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 3,665,590		3,577,239	88,351	
b			32	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			88,351	
b			32	
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	88,383	
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 }		3		

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 (col. (b) divided by col. (c))
2009	592,795	8,281,125	0.071584
2008	486,673	8,495,686	0.057285
2007	134,352	9,145,510	0.014690
2006	345,983	7,743,990	0.044678
2005	256,489	7,410,427	0.034612
2 Total of line 1, column (d)			2 0.222849
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 0.044570
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 8,846,785
5 Multiply line 4 by line 3			5 394,301
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,720
7 Add lines 5 and 6			7 397,021
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 405,804

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of 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 instructions)				
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	2,720	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3 Add lines 1 and 2		3	2,720	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,720	
6 Credits/Payments				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	5,000		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	0		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	5,000		
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0		
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	2,280		
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input checked="" type="checkbox"/> 2,280 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 page 19 of 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"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> IL		
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 on page 27)? <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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ _____				
14	The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754			
	Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	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 ▶			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 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	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))		
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 not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions)	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____		
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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?**5b**

N/A

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?
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**

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions).
If none, enter "NONE."

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

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

▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	0
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	8,669,002
b	Average of monthly cash balances	1b	312,506
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	8,981,508
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	8,981,508
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	134,723
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,846,785
6	Minimum investment return. Enter 5% of line 5	6	442,339

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	442,339
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,720
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	2,720
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	439,619
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	439,619
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	439,619

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	405,804
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	0
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	405,804
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	2,720
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	403,084

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				439,619
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			248,279	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005	0			
b From 2006	0			
c From 2007	0			
d From 2008	0			
e From 2009	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4. ► \$ 405,804				
a Applied to 2009, but not more than line 2a			248,279	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				157,525
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				282,094
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	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	0			
b Excess from 2007	0			
c Excess from 2008	0			
d Excess from 2009	0			
e Excess from 2010	0			

Part XIV Private Operating Foundations (see page 27 of the 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	
0				0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0			0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0			0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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
a <i>Paid during the year</i>				
AFRICAN WILDLIFE FOUNDATION 1400 16TH ST NW STE 120 WASHINGTON DC 20036	N/A	509(a)(1)	General & Unrestricted	25,000
AFRICAN WILDLIFE FOUNDATION 1400 16TH ST NW STE 120 WASHINGTON DC 20036	N/A	509(a)(1)	For the New Headquarters Project	50,000
ALZHEIMERS ASSOCIATION 100 W HARRISON ST - N TOWER STE SEATTLE WA 98119	N/A	509(a)(1)	General & Unrestricted	5,000
BOOK-IT REPERTORY THEATRE SEATTLE CENTER 305 HARRISON ST SEATTLE WA 98109	N/A	509(a)(2)	General & Unrestricted	2,000
CHICAGO SYMPHONY ORCHESTRA 220 S MICHIGAN AVE CHICAGO IL 60604	N/A	509(a)(1)	Civic Orchestra Grant Request Program	25,200
CHICAGO SYMPHONY ORCHESTRA 220 S MICHIGAN AVE CHICAGO IL 60604	N/A	509(a)(1)	Youth at Risk Program	9,800
CHILDHAVEN 316 BROADWAY SEATTLE WA 98122	N/A	509(a)(1)	General & Unrestricted	2,000
COLGATE UNIVERSITY, Parents' Fund 13 OAK DR HAMILTON NY 13346	N/A	509(a)(1)	Unrestricted Annual Fund	8,000
DAWN - DOMESTIC ABUSE WOMENS NETWORK PO BOX 88007 TUKWILA WA 98138	N/A	509(a)(1)	General & Unrestricted	1,000
EARTHJUSTICE 426 17TH ST STE 600 OAKLAND CA 94612	N/A	509(a)(2)	General & Unrestricted	3,000
FIRST PLACE PO BOX 22536 SEATTLE WA 98122	N/A	509(a)(1)	General & Unrestricted	2,000
Total See Attached Statement			3a	357,500
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
----------------------	---

[illegible]

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

TOTAL:		2	2
		(a) Revenue per Books	(b) Net Investment Income
1	POWERSHARES DB AGRICULTURE FUND K-1 Pass-Through Share of Partnership Income/(Loss)	2	2
2			
3			
4			
5			
6			
7			
8			
9			
10			

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

TOTAL:					12,215	0	0	12,215
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	General Governance Matters and Counseling	12,215	0	0	12,215			
2								
3								
4								
5								
6								
7								
8								
9								
10								

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

TOTAL:					4,410	0	0	0	4,410
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose				
1	Accounting Services	4,410	0	0	4,410				
2									
3									
4									
5									
6									
7									
8									
9									
10									

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

TOTAL:		60,145	60,145	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Investment Management Services	60,145	60,145	0	0
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

TOTAL:					0	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose		
1	Estimated Tax for 2011	3,300	0	0	0		
2	Foreign Tax Paid	72	72	0	0		
3							
4							
5							
6							
7							
8							
9							
10							

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

TOTAL:					32,238	559	0	31,679
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Administrative Fees	26,594	0	0	26,594			
2	Administrative Set-Up Fee	3,750	0	0	3,750			
3	Bank Charges	525	525	0	0			
4	Indemnification insurance premium payments	1,320	0	0	1,320			
5	K-1 pass-through POWERSHARES DB AGRICULTURE FUND	34	34	0	0			
6	State or local filing fees	15	0	0	15			
7								
8								
9								
10								

Form 990-PF, Part II, Line 10a - Investments: US & State Government Obligations

TOTAL:					441,928	445,091	457,215
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value	(b)	(c)	
1	FHLMC - 5.000% - 05/01/2023 - G13139 (3128MBV87)	48,564	48,893	51,663			
2	FNMA - 4.000% - 02/01/2025 (31418NYF1)	40,866	41,664	42,097			
3	FNMA - 4.000% - 10/01/2024 - POOL AC5040 (31417QS62)	32,498	33,244	33,477			
4	US TREAS NOTE - 2.375% - 09/30/2014 (912828LQ1)	130,000	130,949	133,737			
5	US TREAS NOTE - 3.125% - 10/31/2016 (912828LU2)	55,000	55,115	56,942			
6	US TREAS NOTE - 3.500% - 02/15/2018 (912828HR4)	60,000	58,109	62,353			
7	US TREAS NOTE - 3.625% - 02/15/2020 (912828MP2)	75,000	77,117	76,946			
8							
9							
10							

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

TOTAL:					6,659,408	7,733,768
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value	(b)	(c)
1	AECOM TECHNOLOGY CORPORATION (ACM)	1,100	32,257	30,503		
2	ALEXANDER & BALDWIN COM (ALEX)	740	28,817	33,781		
3	AMGEN INC (AMGN)	380	20,322	20,311		
4	APPLE INC. (AAPL)	275	57,322	95,840		
5	ASHLAND INC. (ASH)	560	29,416	32,346		
6	BAXTER INTERNATIONAL INC. (BAX)	1,100	49,281	59,147		
7	BERKSHIRE HATHAWAY INC. CLASS B (BRK-B)	520	31,414	43,488		
8	CALAMOS CONVERTIBLE OPPORTUNITIES AND INCOME FUND (CHI)	6,325	70,433	84,502		
9	CELGENE CORP (CELG)	960	50,329	55,277		
10	CISCO SYSTEMS INC (CSCO)	1,000	23,028	17,150		
11	COLUMBIA VALUE AND RESTRUCTURING FUND CLASS Z (UMBIX)	6,633	253,442	351,611		
12	CRM MID CAP VALUE FUND (CRIMX)	8,514	208,192	261,816		
13	CVS CAREMARK CORP. (CVS)	920	28,804	31,574		
14	DENBURY RESOURCES INC (DNR)	3,255	54,990	79,422		
15	DEVON ENERGY CORPORATION (DVN)	605	42,561	55,521		
16	DIAMOND HILL SMALL CAP FUND CLASS I (DHSIX)	4,388	73,661	119,396		
17	EXPRESS SCRIPTS INC (ESRX)	810	34,021	45,044		
18	FISERV INC (FISV)	425	15,830	26,656		
19	FRANK RUSSELL INVESTMENT COMPANY REAL ESTATE SECUR (RRESX)	5,719	158,133	211,449		
20	GOOGLE INC CL A (GOOG)	50	24,146	29,338		
21	HEWLETT PACKARD CO (HPQ)	700	30,681	28,679		
22	HUSMAN STRATEGIC GROWTH FD (HSGFX)	12,409	170,409	148,407		
23	INTEL CORP (INTC)	1,045	22,340	21,088		
24	INTERNATIONAL BUSINESS MACHINES (IBM)	400	38,820	65,228		
25	INVESCO PLC (IVZ)	550	8,052	14,058		
26	ISHARE SP SMALL CAP 600 INDEX FD (IJR)	6,550	434,237	481,817		
27	ISHARES MSCI ALL PERU CAPPED INDEX (EPU)	300	13,324	13,695		
28	ISHARES MSCI BRAZIL FREE INDEX FD (EWZ)	650	47,471	50,382		
29	ISHARES MSCI CHILE INVESTABLE MKT IDX (ECH)	300	19,969	21,552		
30	ISHARES MSCI INDONESIA INVES (EIDO)	800	22,453	23,880		
31	ISHARES MSCI MALAYSIA FREE INDEX FD (EWM)	1,525	21,616	22,555		
32	ISHARES MSCI PHILIPPINES INV (EPHE)	1,000	24,555	23,740		
33	ISHARES MSCI TURKEY (TUR)	800	54,762	51,072		
34	ISHARES MSCI-MEXICO (EWW)	800	47,447	50,280		
35	ISHARES RUSSELL 1000 INDEX FD (IWB)	3,489	187,361	257,703		
36	ISHARES S&P INDIA NIFTY 50 I (INDY)	2,100	63,714	62,979		
37	JP MORGAN CHASE & CO (JPM)	1,500	65,883	69,150		
38	KOHL'S CORP (KSS)	1,225	59,444	64,974		
39	KROGER CO (KR)	2,080	47,290	49,858		
40	LAZARD EMERGING MARKETS EQUITY INSTL (LZEMX)	8,175	94,837	176,662		
41	LENDER PROCESSING SERVICES INC (LPS)	490	13,972	15,773		

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

		TOTAL:		6,659,408		7,733,768	
	Description/Symbol/CUSIP Number	Shares	Book Value	(b)	Fair Market Value	(c)	
42	LEUTHOLD ASSET ALLOCATION FUND INSTI CL (LAAIX)	20,923	221,874		231,204		
43	LIBERTY MEDIA CORP STARZ (LSTZA)	500	39,159		38,800		
44	LOOMIS SAYLES BOND FUND INSTITUTIONAL SHARES (LSBDX)	19,127	275,036		278,673		
45	MADISON SQUARE GARDEN CO. (MSG)	1,700	44,259		45,883		
46	MARKET VECTORS VIETNAM ETF (VNM)	2,900	79,452		68,817		
47	MCGRAW-HILL (MHP)	540	16,785		21,276		
48	MICROSOFT CORPORATION (MSFT)	2,135	51,806		54,208		
49	NOBLE ENERGY INC (NBL)	315	19,248		30,445		
50	NORTHEAST UTIL (NU)	900	18,854		31,140		
51	NUVEEN HIGH YIELD MUNICIPAL BD FD CL R (NHMRX)	9,613	163,092		134,875		
52	NUVEEN MS I&G FD 2 (JQC)	10,530	70,057		94,244		
53	OPPENHEIMER SENIOR FLTG RATE FUND (OOSAX)	36,086	290,000		302,766		
54	ORACLE CORP (ORCL)	1,315	34,031		43,960		
55	PFIZER INC (PFE)	2,615	43,154		53,111		
56	PIMCO COMMODITY REAL RETURN STRATEGY FUND (PCRIX)	22,842	185,627		221,339		
57	PIMCO TOTAL RETURN FUND (PTTRX)	23,536	257,177		256,072		
58	PLEXUS CORPORATION INC (PLXS)	1,200	34,865		42,072		
59	PLUM CREEK TIMBER REIT (PCL)	1,300	49,412		56,693		
60	PNC FINANCIAL GROUP INC. (PNC)	770	47,275		48,502		
61	PROCTER GAMBLE CO (PG)	725	41,098		44,660		
62	REINSURANCE GROUP AMER INC. (RGA)	945	46,098		59,327		
63	REPUBLIC SVCS INC. (RSG)	2,010	58,153		60,380		
64	SEMPRA ENERGY COM (SRE)	795	40,866		42,533		
65	SHIRE PHARMACEUTICALS, INC (SHPGY.PK)	600	35,942		52,218		
66	T ROWE PRICE INSTITUTIONAL LARGE CAP GROWTH FUND (TRLGX)	16,497	227,710		287,205		
67	TD AMERITRADE HOLDING CORP (AMTD)	2,800	47,316		58,436		
68	TEMPLETON GLOBAL BOND FUND ADVISOR CLASS (TGBAX)	18,498	218,048		253,241		
69	TEVA PHARMECEUTICAL SP ADR (TEVA)	1,660	79,472		83,282		
70	THE JENSEN PORTFOLIO INC CLASS I SHARES (JENIX)	10,181	254,358		286,899		
71	THE JM SMUCKER COMPANY (SJM)	250	14,544		17,848		
72	THERMO FISHER SCIENTIFIC INC (TMO)	750	39,314		41,663		
73	TORTOISE MLP FD INC (NTG)	2,400	59,038		63,120		
74	TYCO INTERNATIONAL LTD. (TYC)	1,720	56,913		77,004		
75	UMB SCOUT INTERNATIONAL (UMBWX)	5,053	124,011		168,632		
76	VANGUARD EMERGING MARKETS STOCK INDEX VIPERS (VWO)	1,000	45,427		48,950		
77	VANGUARD SHRT-TRM BOND INDEX FD (VBISX)	28,568	302,000		299,969		
78	WEATHERFORD INTL NEW (WFT)	900	14,762		20,340		
79	WM BLAIR FUNDS INTERNATIONAL GROWTH FUND CL I (BIGIX)	7,804	115,692		174,346		
80	WM BLAIR FUNDS VALUE DISCOVERY FUND CL I (BVDIX)	9,755	122,447		141,931		

Form 990-PF, Part II, Line 10c - Investments: Corporate Bonds

		TOTAL:					
	Description/Symbol/CUSIP Number	Shares	Book Value	(b)	933,090	(c)	1,005,404
						Fair Market Value	
1	ALLSTATE 7.45% 5/16/19 (020002AX9)	15,000	16,138			17,943	
2	AMERICAN EXPRESS 4.875% 7/15/13 (025816AQ2)	10,000	10,282			10,649	
3	AMERICAN EXPRESS 8.125% 5/20/19 (025816BB4)	13,000	13,083			16,215	
4	AT&T NOTES 4.95% 1/15/13 (00206RAF9)	25,000	25,356			26,631	
5	BANK OF AMERICA 5.17% 6/15/19 (05522RAS7)	40,000	30,465			44,418	
6	BANK OF NY 4.95% 3/15/15 (06406JHB4)	15,000	14,282			16,135	
7	BARCLAYS BK PLC SR NT - 5.200% - 07/10/2014 (06739FFZ9)	15,000	16,215			16,211	
8	BB&T CORPORATION SR NT 5.70000% 04/30/2014 (05531FAA1)	12,000	13,181			13,241	
9	BERKSHIRE HATHAWAY FIN CORP SR NT 4.625% 10/15/201 (084664AD3)	15,000	16,664			16,184	
10	BOTTLING GROUP 6.95% 3/15/14 (10138MAH8)	25,000	29,189			28,761	
11	BP CAP MKTS 6.625% 5/8/14 (05565QBL1)	10,000	10,451			10,383	
12	BRAZOS STUDENT FLT 06/25/27 (10623PDR8)	40,423	39,323			38,985	
13	CENTERPOINT ENER 5.17% 08/01/19 (15200DAD9)	48,000	53,135			53,217	
14	COMERICA BANK 5.75% 11/21/16 (200339CG2)	14,000	11,730			15,367	
15	CON ED 4.875% 2/1/13 (209111EA7)	10,000	10,994			10,603	
16	DEUTSCHE BANK 5.275% 3/2/15 (2515E0AA7)	17,000	16,920			17,947	
17	FL POWER & LIGHT CO 1ST MORT TD 12/13/2002 4.85% 2/1/2013 (341081EN3)	25,000	25,503			26,566	
18	GENL ELEC CAP CORP NTS 05.375% 102016 (36962GY40)	18,000	18,122			19,629	
19	GOLDMAN SACHS GP SR GLOBAL - 5.450% - 11/01/2012 (38144LAC4)	11,000	11,816			11,696	
20	HONEYWELL INTERNATL NOTES 04.25000% 03/01/2013 (438516AW6)	25,000	24,535			26,526	
21	HONEYWELL INTL INC SR NT 3.875% 02/15/2014 (438516AY2)	5,000	5,228			5,331	
22	IBM 7.625% 10/15/18 (459200GM7)	25,000	24,826			31,364	
23	JOHNSON & JOHNSON 5.55% 8/15/17 (478160AQ7)	25,000	26,359			28,751	
24	JP MORGAN CHASE - 4.500% - 01/15/2012 (46625HCA6)	10,000	10,022			10,290	
25	JP MORGAN CHASE 6.125% 6/27/17 (46625HGN4)	5,000	4,408			5,466	
26	KEYCORP STUDENT FLT 10/27/42 (493268BV7)	12,266	9,558			11,667	
27	KIMBERLY CLARK NTS 6.125% 8/1/17 (494368BB8)	30,000	33,138			34,655	
28	MASTER OPTION PUT 4.4% ASSET BACKED 3/15/15 (575800AE7)	25,000	26,749			26,196	
29	METLIFE INC NOTES SER A 06.81700% 08/15/2018 (59156RAR9)	20,000	22,432			23,071	
30	METLIFE INC NT - 5.000% - 06/15/2015 (59156RAN8)	10,000	9,782			10,722	
31	NATIONAL CITY CORP 4.9% 1/15/15 (635405AQ6)	15,000	8,819			16,068	
32	NORTHERN TR CORP SR NT 5.50000% 08/15/2013 (665859AJ3)	15,000	16,559			16,424	
33	NRTHRN ST PWR MIN 5.25% 3/1/18 (665772CD9)	32,000	34,994			34,892	
34	NUCOR 5% 12/1/12 (670346AF2)	25,000	25,009			26,592	
35	PCO ENERGY CO 5.35% 3/1/18 (693304AL1)	30,000	29,851			32,892	
36	PNC FDG CORP SUB NT 5.625% 02/01/2017 (693476BB8)	15,000	13,125			16,201	
37	PNC FNDG CORP 4.25% 9/21/15 (693476BG7)	15,000	15,069			15,710	
38	PRINCIPAL LIFE INCOME FUND MTN 5.30000% 04/24/2013 (74254PYE6)	15,000	13,483			16,162	
39	PRUDENTIAL FINL 5.1% 9/20/14 (74432QAE5)	27,000	26,362			29,095	
40	STATE STREET 5.375% 4/30/17 (857477AD5)	10,000	9,854			10,877	
41	SUNTRUST BANKS NOTE 6.000% 09/11/2017 (867914AZ6)	15,000	15,016			16,397	

Form 990-PF, Part II, Line 10c - Investments: Corporate Bonds

		TOTAL:		933,090	1,005,404
	Description/Symbol/CUSIP Number	Shares	Book Value	(b)	(c) Fair Market Value
42	TARGET CORP NOTE CPN 5.375% 05/01/2017 (87612EAP1)	30,000	32,333		33,494
43	UNITED TECHNOLOGY 4.875% NT, 05/01/15 (913017BH1)	25,000	25,159		27,544
44	UPS - 4 500% - 01/15/2013 (911312AG1)	25,000	24,950		26,594
45	US BK NATL ASSN MINN SUB MTNBE 6.30% 02/04/2014 (903333WAB4)	10,000	9,892		11,124
46	WALT DISNEY CO NTS - 6.3750% - 03/01/2012 (25468PBX3)	25,000	27,259		26,333
47	WISC ELEC POWER NOTES - 6.250% - 12/01/2015 (976656CB2)	21,000	25,470		24,185

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Account
1	James W Leslie	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Vice President / Director / Secretary	1	0	0	0
2	Victoria H Leslie	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	President / Director / Treasurer	1	0	0	0
3	Judith W McCue*	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director	1	0	0	0
4										
* Judith W McCue, Director of the Leslie Fund Foundation (the "Foundation"), is an attorney at the law firm that provides legal services to the Foundation. Such law firm is not a disqualified person in respect of the Foundation. In the taxable year ending March 31, 2011, the Foundation paid \$12,215 for legal services rendered by this law firm as reported in Part I, Line 16a										
5										
6										
7										
8										
9										
10										

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

INFANT WELFARE SOCIETY OF CHICAGO

Street

3600 W FULLERTON AVE

City

CHICAGO

State

IL

Zip Code

60647

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

KUOW-PUGET SOUND PUBLIC RADIO

Street

4518 UNIVERSITY WAY NE STE 310

City

SEATTLE

State

WA

Zip Code

98105

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,500

Name

LIFE ON THE WATER

Street

1803 MARTIN LUTHER KING JR WAY

City

BERKELEY

State

CA

Zip Code

94709

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Seattle IRC Refugee Youth Digital Storytelling & Civic Engagement Program

Amount

8,500

Name

NEW BEGINNINGS

Street

PO BOX 75125

City

SEATTLE

State

WA

Zip Code

98175

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

NEW ORLEANS JAZZ & HERITAGE FOUNDATION INC

Street

1205 N RAMPART ST

City

NEW ORLEANS

State

LA

Zip Code

70116

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

15,000

Name

NORTH SHORE COUNTRY DAY SCHOOL

Street

310 GREEN BAY RD

City

WINNETKA

State

IL

Zip Code

60093

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Scholarship Fund

Amount

2,500

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

NORTHWEST SCHOOL OF THE ARTS HUMANITIES AND ENVIRONMENT

Street

1415 SUMMIT AVE

City

SEATTLE

State

WA

Zip Code

98122

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Paul Raymond Financial Aid Endowment Fund

Amount

20,000

Name

PACIFIC LUTHERAN UNIVERSITY, KPLU Radio Division

Street

2601 4TH AVE, STE 150

City

SEATTLE

State

WA

Zip Code

98121

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

KPLU Radio Station

Amount

1,500

Name

PEOPLES MUSIC SCHOOL INC

Street

931 W EASTWOOD AVE

City

CHICAGO

State

IL

Zip Code

60640

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

YOURS Project

Amount

15,000

Name

PLANNED PARENTHOOD OF ILLINOIS

Street

18 S MICHIGAN AVE 6TH FL

City

CHICAGO

State

IL

Zip Code

60603

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

PLANNED PARENTHOOD OF THE GREAT NORTHWEST

Street

2001 E MADISON ST

City

SEATTLE

State

WA

Zip Code

98122

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

REGENTS OF THE UNIVERSITY OF MICHIGAN

Street

3003 S STATE ST G395

City

ANN ARBOR

State

MI

Zip Code

48109

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

The 2nd installment of 5 year pledge totaling \$100,000 for Anne Young Professorship

Amount

20,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

RICHARD HUGO HOUSE

Street

1634 11TH AVE

City

SEATTLE

State

WA

Zip Code

98122

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name

SAN JUAN PRESERVATION TRUST

Street

PO BOX 327

City

LOPEZ ISLAND

State

WA

Zip Code

98261

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

500

Name

SEATTLE ART MUSEUM

Street

1300 1ST AVE

City

SEATTLE

State

WA

Zip Code

98101

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,500

Name

SEATTLE ARTS AND LECTURES INC

Street

STE 201

City

SEATTLE

State

WA

Zip Code

98104

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name

SEATTLE CHILDRENS HOSPITAL FOUNDATION

Street

MAIL STOP S-200 P O BOX 5371

City

SEATTLE

State

WA

Zip Code

98145

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Tourette's Research Center (the second installment of our 3-year pledge totalling \$300,000)

Amount

100,000

Name

SEATTLE MUSIC PARTNERS

Street

4533 SUNNYSIDE AVE N

City

SEATTLE

State

WA

Zip Code

98103

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

WASHINGTON WOMENS FOUNDATION

Street

2100 24TH AVE S STE 330

City

SEATTLE

State

WA

Zip Code

98144

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

3,000

Name

WOODLAND PARK ZOOLOGICAL SOCIETY

Street

601 N 59TH ST

City

SEATTLE

State

WA

Zip Code

98103

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Wild At Heart The Annual Fund

Amount

3,500

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

0