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**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

2010For calendar year 2010, or tax year beginning **AUGUST 1**, 2010, and ending **JULY 31**, 20 **11**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

FLORENCE F. LEIFHEIT FOUNDATION

A Employer identification number

36-4132886

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

C/O WILLIAM PILLMAN, 1921 W. ALTORFER DRIVE

Room/suite

B Telephone number (see page 10 of the instructions)

(309) 713-2812

City or town, state, and ZIP code

PEORIA, IL 61615C 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 foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 1959306** J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)**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)

1 Contributions, gifts, grants, etc., received (attach schedule)

2 Check ☐ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less: Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule) **MISCELLANEOUS**

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see page 14 of the instructions)

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

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

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

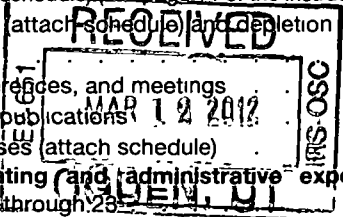
a Excess of revenue over expenses and disbursements

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

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

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Operating and Administrative Expenses



e

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	1785261	1324961	1325006
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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	2524	6653	6653
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	254991	323238	322617
	c Investments—corporate bonds (attach schedule)	0	298659	305030
Liabilities	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)	2042776	1953511	1959306
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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)			
	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 type="checkbox"/> and complete lines 27 through 31.			
Net Assets or Fund Balances	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	2042776	1953511	
	30 Total net assets or fund balances (see page 17 of the instructions)	2042776	1953511	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2042776	1953511	

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	2042776
2 Enter amount from Part I, line 27a	2	(89267)
3 Other increases not included in line 2 (itemize) ▶ ROUNDING	3	2
4 Add lines 1, 2, and 3	4	1953511
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	1953511

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	SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
b	SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
c	SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
d	FRACTIONAL SHARES	P	VARIOUS	VARIOUS
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 9846		5560	4286
b 91923		72448	19475
c 1888560		1889419	(859)
d 123		0	123
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>	2	23025
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	107500	2042624	052628
2008	127500	2264083	056314
2007	140080	2642240	053016
2006	135000	2805102	0481265
2005	130000	2728092	.047652

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
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	

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	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 type="checkbox"/> and enter 1% of Part I, line 27b	1		871
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		
3	Add lines 1 and 2	3		871
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		871
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a		7524
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		7524
8	Enter any penalty 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 amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		6653
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
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>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
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>		✓
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>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
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>		✓
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?	✓	
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>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ ILLINOIS		
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>	✓	
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>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► <u>N/A</u>				
14	The books are in care of ► <u>WILLIAM RAYE PILLMAN, C.P.A.</u>	Telephone no. ►	<u>309-713-2812</u>	
	Located at ► <u>1921 W. ALTORFER DRIVE, PEORIA, IL</u>	ZIP+4 ►	<u>61615</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here.	►	<input type="checkbox"/>	
	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 ►			✓

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)?	1b	N A
	Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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	✓
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	✓
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 <i>Schedule C, Form 4720</i> , 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	✓
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	✓

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)?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**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
WILLIAM R. PILLMAN 6024 N. WEDGEWOOD LANE, PEORIA, IL	PRESIDENT	0	0	0
SALLY A. PILLMAN 6024 N. WEDGEWOOD LANE, PEORIA, IL	VP	0	0	0
JENNIFER PILLMAN 6024 N. WEDGEWOOD LANE, PEORIA, IL	SEC.-TREASURER	0	0	0

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

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 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		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	0

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 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
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	441319
b	Average of monthly cash balances	1b	1555133
c	Fair market value of all other assets (see page 25 of the instructions)	1c	4588
d	Total (add lines 1a, b, and c)	1d	2001040
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	2001040
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	30016
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1971024
6	Minimum investment return. Enter 5% of line 5	6	98551

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	98551
2a	Tax on investment income for 2010 from Part VI, line 5	2a	871
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	871
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	97680
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	97680
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	97680

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	122250
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	122250
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	122250

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				97680
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			101767	
b Total for prior years. 20 <u>08</u> , 20 <u> </u> , 20 <u> </u>		4982		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ <u> </u>				
a Applied to 2009, but not more than line 2a			101767	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		4982		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2010 distributable amount				15501
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			
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see 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				82179
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)	0			
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)

1a 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)

2a 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	
26473	38888	52527	76242	194130
22205	33055	44648	64806	164714
122250	107500	127500	140080	497330
0	0	0	0	0
122250	107500	127500	140080	497330
1959306	2042776	2123036	2478979	8604097
1959306	2042776	2123036	2478979	8604097
65044	68081	75393	87987	296505
0	0	0	0	0
0	0	0	0	0
0	0	0	0	0
51333	44911	(387799)	76997	(214558)

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

N/A

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.

N/A

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.

WILLIAM R. PILLMAN, 1921 W. ALTORFER DRIVE, PEORIA, IL 61615 309-713-2812

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

NO PRESCRIBED FORM

c Any submission deadlines:

NONE

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

NONE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SCHEDULE ATTACHED				
Total			▶ 3a	122250
b Approved for future payment N/A				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue:						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						18141
4 Dividends and interest from securities						10052
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue: a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)						28193
13 Total. Add line 12, columns (b), (d), and (e)						28193

(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]

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If “Yes,” complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A	N/A	N/A

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

William Ray Pullman
Signature of officer or trustee

3-2-2012
Date

Title Transit

**Paid
Preparer
Use Only**

Print/Type preparer's name

WILLIAM R. PILLMAN

Preparer's signature

is mean page Pellmonc:
P.A.

Date _____

PA 3-2-20

Check ☒ if self-employed

PTIN

P00758693

Firm's name ▶ **WILLIAM R. PILLMAN, C.P.A.**

Firm's EIN ▶	37-1312111
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Firm's address ► 1921 W ALTORFER DRIVE, PEORIA, IL 61615

Phone no	(309) 713-2812
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36-4132886
FLORENCE F. LEIFHEIT FOUNDATION
FOR THE YEAR ENDED JULY 31, 2011

FORM 990PF – PAGE 9
PART XIII – LINE 4B

FOUNDATION ELECTS UNDER REGULATION SECTION 53.4942(a)-3(d)2 TO APPLY
PART OF THE REMAINING QUALIFYING DISTRIBUTIONS TO UNDISTRIBUTED
INCOME REMAINING FROM YEARS BEFORE 2009.

36-4132886

FLORENCE F. LEIFHEIT FOUNDATION
FOR THE YEAR ENDED JULY 31, 2011

FORM 990 PF – PAGE 11

PART XV-LINE 3 – GRANTS AND CONTRIBUTIONS

IF RECIPIENT IS AN INDIVIDUAL,
SHOW ANY RELATIONSHIP TO
FOUNDATION MANAGER OR
SUBSTANTIAL CONTRIBUTOR

NAME AND ADDRESS	RECIPIENT	CONTRIBUTION	AMOUNT
PEORIA AREA FOOD BANK 721 W. MCBEAN STREET PEORIA, IL 61605	NA	CHARITABLE	\$ 250.
ILLINOIS STATE UNIVERSITY 1101 N MAIN STREET NORMAL, IL 61790	NA	EDUCATIONAL	7500.
LAKEVIEW MUSEUM OF ARTS AND SCIENCES 1125 W. LAKE AVENUE PEORIA, IL 61614	NA	CULTURAL	77500.
THE CATHOLIC DIOCESE OF PEORIA 512 E. KANSAS PEORIA, IL 61603	NA	CHARITABLE	25000.
CHRIST LUTHERAN CHURCH 2020 W. MALONE PEORIA, IL 61605	NA	EDUCATIONAL	<u>12000.</u>
TOTAL:			\$ <u>122250.</u>

36-4132886
FLORENCE F. LEIFHEIT FOUNDATION
FOR THE YEAR ENDED JULY 31, 2011

FORM 990 PF – PAGE 1

	(A) REVENUE EXPENSE <u>PER BOOKS</u>	(B) NET INVESTMENT <u>INCOME</u>	(C) ADJUSTED NET <u>INCOME</u>
<u>LINE 16B – ACCOUNTING FEES</u>			
ACCOUNTING	\$ <u>9000.</u>	\$ <u>1000.</u>	\$ <u>1000.</u>
 <u>LINE 18 – TAXES</u>			
EXCISE TAX	\$ 2366.	\$ 0.	\$ 0.
FOREIGN TAX WITHHOLDING	<u>835.</u>	<u>835.</u>	<u>835.</u>
	\$ <u>3201.</u>	\$ <u>835.</u>	\$ <u>835.</u>
 <u>LINE 23 – OTHER EXPENSES</u>			
FILING FEE	\$ 25.	\$ 0.	\$ 0.
ASSET MANAGEMENT FEE	5793.	5793.	0.
ADR & CUSTODIAL FEE	149.	149.	0.
MISCELLANEOUS EXPENSE	164.	0.	0.
PUBLICATION NOTICE	<u>18.</u>	<u>0.</u>	<u>0.</u>
	\$ <u>6149.</u>	\$ <u>5942.</u>	\$ <u>0.</u>

36-4132886
FLORENCE F. LEIFHEIT FOUNDATION
FOR THE YEAR ENDED JULY 31, 2011

FORM 990 PF – PAGE 2

	(A) BEGINNING OF YEAR <u>BOOK VALUE</u>	(B) END OF YEAR <u>BOOK VALUE</u>	(C) END OF YEAR <u>FAIR MARKET VALUE</u>
<u>LINE 10B – INVESTMENTS-STOCKS</u>			
WATERHOUSE	\$ 254991.	\$ 231582.	\$ 222825.
WATERHOUSE	0.	10381.	10842.
MORGAN STANLEY	<u>0.</u>	<u>81275.</u>	<u>88950.</u>
	\$ <u>254991.</u>	\$ <u>323238.</u>	\$ <u>322617.</u>
 <u>LINE 10C – INVESTMENTS-BONDS</u>			
MORGAN STANLEY	\$ <u>0.</u>	\$ <u>298659.</u>	\$ <u>305030.</u>

FLORENCE LEIFHEIT FOUNDATION		ACCT: 925100270	
REALIZED GAINS AND LOSSES			
LONG TERM			
FOR THE YEAR ENDED 7/31/11			
DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE
			COST OR OTHER BASIS
			GAIN OR LOSS
BRISTOL MYERS SQUIBB CO	08/04/2009	08/19/2010	778.18
BRISTOL MYERS SQUIBB CO	08/04/2009	08/24/2010	1,564.11
E I DU PONT DE NEMOURS	08/04/2009	09/13/2010	2,566.32
DAIMLER AG ORD	08/04/2009	09/20/2010	2,370.89
TELEFONICA SA SPONSORED	08/04/2009	09/20/2010	708.62
AKZO NOBEL NV-SPONSORE	08/04/2009	09/21/2010	2,434.48
VERIZON COMMUNICATIONS	08/04/2009	10/04/2010	660.98
TELEFONICA SA SPONSORED	08/04/2009	10/26/2010	1,595.34
AMERICAN EXPRESS COMPA	08/04/2009	10/27/2010	2,031.87
TELEFONICA SA SPONSORED	08/04/2009	10/29/2010	809.44
SARA LEE CORP	08/04/2009	12/10/2010	1,920.24
DOW CHEMICAL CO	08/04/2009	12/13/2010	1,715.60
VERIZON COMMUNICATIONS	08/04/2009	12/28/2010	710.71
SUNTRUST BKS INC COM	08/14/2009	01/03/2011	1,804.43
DOW CHEMICAL CO	08/04/2009	01/04/2011	699.89
FIFTH THIRD BANCORP	08/14/2009	01/14/2011	1,639.12
VALERO ENERGY CORP NEW	08/06/2009	01/31/2011	761.51
REGIONS FINANCIAL CORP C	08/04/2009	03/03/2011	2,139.29
TEXAS INSTRUMENTS INC	08/04/2009	03/03/2011	1,462.56
MOTOROLA INC COM	08/04/2009	03/04/2011	961.36
DOW CHEMICAL CO	08/04/2011	03/21/2011	3,325.02
VALERO ENERGY CORP NEW	08/06/2009	03/31/2011	1,200.87
VALERO ENERGY CORP NEW	08/06/2009	04/01/2011	1,203.27
SWISS REINSURANCE CO SP	08/04/2009	04/07/2011	2,479.95
ALCATEL-LUCENT SPONSOR	11/16/2005	04/13/2011	1,079.68
ALCATEL-LUCENT SPONSOR	11/29/2005	04/13/2011	914.98
ALCATEL-LUCENT SPONSOR	08/04/2009	04/13/2011	506.29
TEXAS INSTRUMENTS INC	08/04/2009	04/15/2011	2,795.95
VERIZON COMMUNICATIONS	08/04/2009	04/27/2011	4,213.12
MARSH & MCLENNAN COMP	08/14/2009	06/21/2011	904.66
PFIZER INC	08/04/2009	06/23/2011	826.82
ERICSSON L M TEL CO SPON	08/04/2009	07/07/2011	875.82
ASTRAZENECA PLC SPONSO	08/04/2009	07/19/2011	976.18
AT&T CORP	06/18/2002	07/19/2011	2,099.95
CANON INC ADR REPSTG 5 S	08/04/2009	07/19/2011	1,403.38
CHESAPEAKE ENERGY CORP	04/16/2010	07/19/2011	2,656.75
			652.18
			1,304.37
			1,938.57
			1,959.98
			756.89
			2,270.00
			634.20
			1,513.79
			1,444.99
			756.89
			1,304.34
			1,144.48
			634.20
			1,265.97
			457.79
			1,146.15
			565.10
			1,273.86
			982.38
			1,222.67
			2,060.05
			753.47
			753.47
			1,650.00
			0.00
			2,549.82
			251.45
			1,964.76
			3,488.09
			699.87
			642.78
			594.57
			947.00
			0.00
			1,090.76
			1,910.66
			126.00
			259.74
			627.75
			410.91
			(48.27)
			164.48
			26.78
			81.55
			586.88
			52.55
			615.90
			571.12
			76.51
			538.46
			242.10
			492.97
			196.41
			865.43
			480.18
			(261.31)
			1,264.97
			447.40
			449.80
			829.95
			1,079.68
			(1,634.84)
			254.84
			831.19
			725.03
			204.79
			184.04
			281.25
			29.18
			2,099.95
			312.62
			746.09

FLORENCE LEIFHEIT FOUNDATION					ACCT: 925100270	
REALIZED GAINS AND LOSSES						
LONG TERM						
FOR THE YEAR ENDED 7/31/11						
	DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST OR OTHER BASIS	GAIN OR LOSS
	CHEVRONTXACO CORP	03/15/2010	07/19/2011	2,136.95	1,465.02	671.93
	CITIGROUP INC	08/26/2009	07/19/2011	750.38	942.00	(191.62)
	DELL COMPUTER CORP	08/04/2009	07/19/2011	1,379.97	1,099.96	280.01
	DEUTSCHE TELEKOM AG SP	08/04/2009	07/19/2011	2,329.55	2,075.20	254.35
	ELI LILLY & CO	08/04/2009	07/19/2011	1,141.78	1,046.98	94.80
	ERICSSON L M TEL CO SPON	08/04/2009	07/19/2011	702.99	495.48	207.51
	FUJIFILM HOLDINGS CORPO	08/14/2009	07/19/2011	917.68	883.20	34.48
	GENERAL ELECTRIC CO	08/04/2009	07/19/2011	735.60	550.38	185.22
	GLAXOSMITHKLINE PLC SPO	08/04/2009	07/19/2011	1,284.87	1,168.78	116.09
	HONDA MOTOR LTD ADR NE	08/26/2009	07/19/2011	1,199.08	958.18	240.90
	INTEL CORP	08/04/2009	07/19/2011	1,367.38	1,162.17	205.21
	J. SAINSBURY PLC SPONS AD	08/04/2009	07/19/2011	609.58	648.30	(38.72)
	KROGER CO	08/04/2009	07/19/2011	1,784.97	1,505.00	279.97
	LOWES COMPANIES INC	08/04/2009	07/19/2011	684.88	688.19	(3.31)
	MARSH & MCLENNAN COMP	08/14/2009	07/19/2011	584.38	466.58	117.80
	MERCK & CO INC	11/04/2009	07/19/2011	1,064.68	891.29	173.39
	NISSAN MOTORS SPRD ADR	08/04/2009	07/19/2011	850.38	583.20	267.18
	PFIZER INC	08/04/2009	07/19/2011	2,177.05	1,767.65	409.40
	PNC FINL CORP COM	08/04/2009	07/19/2011	1,667.06	1,159.48	507.58
	SAFEWAY INC	08/04/2009	07/19/2011	1,200.47	938.48	261.99
	SANOFI AVENTIS SPONSORE	08/04/2009	07/19/2011	1,935.97	1,695.98	239.99
	SEVEN & HOLDINGS-UNSPN	07/16/2010	07/19/2011	1,730.36	1,422.32	308.04
	TELEFONOS DE MEXICO SA	08/04/2009	07/19/2011	633.98	642.00	(8.02)
	TOYOTA MOTOR CORP ADR 2	08/04/2009	07/19/2011	2,534.95	2,597.98	(63.03)
	TYCO ELECTRONICS LTD CO	08/04/2009	07/19/2011	698.38	432.39	265.99
	VALERO ENERGY CORP NEW	08/06/2009	07/19/2011	1,011.99	753.48	258.51
	WELLS FARGO & CO-NEW	08/17/2009	07/19/2011	1,117.98	1,066.80	51.18
	XEROX CORP	08/04/2009	07/19/2011	891.90	755.96	135.94
	TOTAL			91,922.82	72,447.98	19,474.84

FLORENCE LEIFHEIT FOUNDATION				ACCT: 925100270			
REALIZED GAINS AND LOSSES							
LONG TERM							
FOR THE YEAR ENDED 7/31/11							
	DATE	DATE	SALES	COST OR			
DESCRIPTION	ACQUIRED	SOLD	PRICE	OTHER BASIS	GAIN OR LOSS		
CHEVRONTXACO CORP	03/15/2010	07/19/2011	2,136.95	1,465.02	671.93		
CITIGROUP INC	08/26/2009	07/19/2011	750.38	942.00	(191.62)		
DELL COMPUTER CORP	08/04/2009	07/19/2011	1,379.97	1,099.96	280.01		
DEUTSCHE TELEKOM AG SP	08/04/2009	07/19/2011	2,329.55	2,075.20	254.35		
ELI LILLY & CO	08/04/2009	07/19/2011	1,141.78	1,046.98	94.80		
ERICSSON L M TEL CO SPON	08/04/2009	07/19/2011	702.99	495.48	207.51		
FUJIFILM HOLDINGS CORPO	08/14/2009	07/19/2011	917.68	883.20	34.48		
GENERAL ELECTRIC CO	08/04/2009	07/19/2011	735.60	550.38	185.22		
GLAXOSMITHKLINE PLC SPO	08/04/2009	07/19/2011	1,284.87	1,168.78	116.09		
HONDA MOTOR LTD ADR NE	08/26/2009	07/19/2011	1,199.08	958.18	240.90		
INTEL CORP	08/04/2009	07/19/2011	1,367.38	1,162.17	205.21		
J. SAINSBURY PLC SPONS AD	08/04/2009	07/19/2011	609.58	648.30	(38.72)		
KROGER CO	08/04/2009	07/19/2011	1,784.97	1,505.00	279.97		
LOWES COMPANIES INC	08/04/2009	07/19/2011	684.88	688.19	(3.31)		
MARSH & MCLENNAN COMP	08/14/2009	07/19/2011	584.38	466.58	117.80		
MERCK & CO INC	11/04/2009	07/19/2011	1,064.68	891.29	173.39		
NISSAN MOTORS SPRD ADR	08/04/2009	07/19/2011	850.38	583.20	267.18		
PFIZER INC	08/04/2009	07/19/2011	2,177.05	1,767.65	409.40		
PNC FINL CORP COM	08/04/2009	07/19/2011	1,667.06	1,159.48	507.58		
SAFEWAY INC	08/04/2009	07/19/2011	1,200.47	938.48	261.99		
SANOFI AVENTIS SPONSORE	08/04/2009	07/19/2011	1,935.97	1,695.98	239.99		
SEVEN & HOLDINGS-UNSPN	07/16/2010	07/19/2011	1,730.36	1,422.32	308.04		
TELEFONOS DE MEXICO SA	08/04/2009	07/19/2011	633.98	642.00	(8.02)		
TOYOTA MOTOR CORP ADR 2	08/04/2009	07/19/2011	2,534.95	2,597.98	(63.03)		
TYCO ELECTRONICS LTD CO	08/04/2009	07/19/2011	698.38	432.39	265.99		
VALERO ENERGY CORP NEW	08/06/2009	07/19/2011	1,011.99	753.48	258.51		
WELLS FARGO & CO-NEW	08/17/2009	07/19/2011	1,117.98	1,066.80	51.18		
XEROX CORP	08/04/2009	07/19/2011	891.90	755.96	135.94		
TOTAL			91,922.82	72,447.98	19,474.84		

FLORENCE LEIFHEIT FOUNDATION				ACCT: 925100270			
REALIZED GAINS AND LOSSES							
SHORT TERM		DATE		DATE			
YEAR ENDED 7/31/11		ACQUIRED		SOLD			
DESCRIPTION				SALES PRICE		COST OR OTHER BASIS	
						GAIN OR LOSS	
MOTOROLA MOBILITY HLDS		01/04/2011	01/04/2011	681.33	0.00	681.33	
CHESAPEAKE ENERGY CORP		04/16/2010	02/25/2011	1,040.53	716.50	324.03	
SWISS REINSURANCE CO SP		05/07/2010	04/07/2011	1,239.98	792.38	447.60	
SWISS REINSURANCE CO SP		05/25/2010	04/07/2011	1,859.96	1,166.87	693.09	
AKZO NOBEL NV-SPONSORE		01/24/2011	04/27/2011	2,337.12	1,862.05	475.07	
VIVO PARTICIPACOE S A SP		06/14/2011	07/19/2011	1,181.57	0.00	1,181.57	
WESTERN DIGITAL CORP		08/09/2010	07/19/2011	1,128.89	779.49	349.40	
WESTERN DIGITAL CORP		08/31/2010	07/19/2011	376.29	242.77	133.52	
TOTAL				9,845.67	5,560.06	4,285.61	

FLORENCE LEIFHEIT FOUNDATION					ACCT: 925100270		
REALIZED GAINS AND LOSSES							
LONG TERM							
FOR THE YEAR ENDED 7/31/11							
	DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST OR OTHER BASIS	GAIN OR LOSS	
	BRISTOL MYERS SQUIBB CO	08/04/2009	08/19/2010	778.18	652.18		126.00
	BRISTOL MYERS SQUIBB CO	08/04/2009	08/24/2010	1,564.11	1,304.37		259.74
	E I DU PONT DE NEMOURS	08/04/2009	09/13/2010	2,566.32	1,938.57		627.75
	DAIMLER AG ORD	08/04/2009	09/20/2010	2,370.89	1,959.98		410.91
	TELEFONICA SA SPONSORED	08/04/2009	09/20/2010	708.62	756.89		(48.27)
	AKZO NOBEL NV-SPONSORE	08/04/2009	09/21/2010	2,434.48	2,270.00		164.48
	VERIZON COMMUNICATIONS	08/04/2009	10/04/2010	660.98	634.20		26.78
	TELEFONICA SA SPONSORED	08/04/2009	10/26/2010	1,595.34	1,513.79		81.55
	AMERICAN EXPRESS COMPA	08/04/2009	10/27/2010	2,031.87	1,444.99		586.88
	TELEFONICA SA SPONSORED	08/04/2009	10/29/2010	809.44	756.89		52.55
	SARA LEE CORP	08/04/2009	12/10/2010	1,920.24	1,304.34		615.90
	DOW CHEMICAL CO	08/04/2009	12/13/2010	1,715.60	1,144.48		571.12
	VERIZON COMMUNICATIONS	08/04/2009	12/28/2010	710.71	634.20		76.51
	SUNTRUST BKS INC COM	08/14/2009	01/03/2011	1,804.43	1,265.97		538.46
	DOW CHEMICAL CO	08/04/2009	01/04/2011	699.89	457.79		242.10
	FIFTH THIRD BANCORP	08/14/2009	01/14/2011	1,639.12	1,146.15		492.97
	VALERO ENERGY CORP NEW	08/06/2009	01/31/2011	761.51	565.10		196.41
	REGIONS FINANCIAL CORP C	08/04/2009	03/03/2011	2,139.29	1,273.86		865.43
	TEXAS INSTRUMENTS INC	08/04/2009	03/03/2011	1,462.56	982.38		480.18
	MOTOROLA INC COM	08/04/2009	03/04/2011	961.36	1,222.67		(261.31)
	DOW CHEMICAL CO	08/04/2011	03/21/2011	3,325.02	2,060.05		1,264.97
	VALERO ENERGY CORP NEW	08/06/2009	03/31/2011	1,200.87	753.47		447.40
	VALERO ENERGY CORP NEW	08/06/2009	04/01/2011	1,203.27	753.47		449.80
	SWISS REINSURANCE CO SP	08/04/2009	04/07/2011	2,479.95	1,650.00		829.95
	ALCATEL-LUCENT SPONSOR	11/16/2005	04/13/2011	1,079.68	0.00		1,079.68
	ALCATEL-LUCENT SPONSOR	11/29/2005	04/13/2011	914.98	2,549.82		(1,634.84)
	ALCATEL-LUCENT SPONSOR	08/04/2009	04/13/2011	506.29	251.45		254.84
	TEXAS INSTRUMENTS INC	08/04/2009	04/15/2011	2,795.95	1,964.76		831.19
	VERIZON COMMUNICATIONS	08/04/2009	04/27/2011	4,213.12	3,488.09		725.03
	MARSH & MCLENNAN COMP	08/14/2009	06/21/2011	904.66	699.87		204.79
	PFIZER INC	08/04/2009	06/23/2011	826.82	642.78		184.04
	ERICSSON L M TEL CO SPON	08/04/2009	07/07/2011	875.82	594.57		281.25
	ASTRAZENECA PLC SPONSO	08/04/2009	07/19/2011	976.18	947.00		29.18
	AT&T CORP	06/18/2002	07/19/2011	2,099.95	0.00		2,099.95
	CANON INC ADR REPSTG 5 S	08/04/2009	07/19/2011	1,403.38	1,090.76		312.62
	CHESAPEAKE ENERGY CORP	04/16/2010	07/19/2011	2,656.75	1,910.66		746.09

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

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

Type or print	Name of exempt organization FLORENCE F. LEIFHEIT FOUNDATION	Employer identification number 36-4132886
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. C/O WILLIAM R. PILLMAN CPA, 1921 W. ALTORFER DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PEORIA, IL 61615	

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

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

- The books are in the care of ► WILLIAM R. PILLMAN CPA

Telephone No. ► 309-713-2812 FAX No. ► 309-713-2961

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until MARCH 15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year 20 or
- ☒ tax year beginning AUGUST 1, 20 10, and ending JULY 31, 20 11.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	5000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

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