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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE LEONARD AND JOAN FOUNDATION		A Employer identification number 26-1367670	
Number and street (or P O box number if mail is not delivered to street address) 1425 W FULLERTON AVE		B Telephone number (see instructions) (773) 525-5935	
City or town, state, and ZIP code CHICAGO, IL 60614		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,358,328		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
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 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)	20,181			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	343	343		
	4 Dividends and interest from securities.	28,223	28,223		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-22,748			
	b Gross sales price for all assets on line 6a _____ 651,184				
	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				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	580,640	496,667		
	12 Total. Add lines 1 through 11	606,639	525,233		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	42,450	42,450		
	b Accounting fees (attach schedule)	10,340	2,585		2,450
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	20,833	11,304		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	500,589	21,326		
	24 Total operating and administrative expenses. Add lines 13 through 23	574,212	77,665		2,450
	25 Contributions, gifts, grants paid	193,633			212,200
	26 Total expenses and disbursements. Add lines 24 and 25	767,845	77,665		214,650
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-161,206			
	b Net investment income (if negative, enter -0-)		447,568		
c Adjusted net income (if negative, enter -0-)					

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	519,195	803,294	803,294
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (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	78		
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	615,132	640,019	640,019
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ 1,915,015 Less accumulated depreciation (attach schedule) ▶ _____	2,394,000	1,915,015	1,915,015
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)	2,971		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,531,376	3,358,328	3,358,328

Liabilities	17	Accounts payable and accrued expenses	943	2,536	
	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 ▶ _____)	235,215	221,780	
	23	Total liabilities (add lines 17 through 22)	236,158	224,316	

Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	3,295,218	3,134,012	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ 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			
	30	Total net assets or fund balances (see page 17 of the instructions)	3,295,218	3,134,012	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,531,376	3,358,328	

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	3,295,218
2	Enter amount from Part I, line 27a	2	-161,206
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	3,134,012
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	3,134,012

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				
(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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
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	
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 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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011			
2010			
2009			
2008			
2007			
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 2012 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.			8

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See
the Part VI instructions

Part VIExcise 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 ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	8,951
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	8,951
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	8,951
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	15,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	15,000
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	24
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	6,025
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	6,025	Refunded	11

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
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)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
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?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either - 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?	6		
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) 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? If "No," attach explanation .	8b	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶WALTER STEARNS Telephone no ▶(773) 525-5935 Located at ▶1315 W BARRY AVE CHICAGO IL ZIP +4 ▶60657			
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 2012, 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		No
See 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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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 2012?.	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ 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 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?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	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?	6b		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?	7b		

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOAN C STEARNS  3950 W BRYN MAWR UNIT 410 CHICAGO, IL 60659	PRESIDENT 0 50	0	0	0
L WALTER STEARNS  1315 W BARRY AVE CHICAGO, IL 60657	VICE PRESIDE 2 00	0	0	0
EUGENE DIZON  1315 W BARRY AVE CHICAGO, IL 60657	SECRETARY 0 50	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

[illegible]

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 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.

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	676,237
b	Average of monthly cash balances.	1b	514,388
c	Fair market value of all other assets (see instructions).	1c	2,971,009
d	Total (add lines 1a, b, and c).	1d	4,161,634
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	4,161,634
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	62,425
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,099,209
6	Minimum investment return. Enter 5% of line 5.	6	204,960

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	204,960
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	8,951
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	8,951
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	196,009
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	196,009
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	196,009

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	214,650
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	214,650
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	214,650
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				196,009
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			208,927	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 214,650				
a Applied to 2011, but not more than line 2a			208,927	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				5,723
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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 instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				190,286
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIVPrivate Operating Foundations (see 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 2012, enter the date of the ruling.

b

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

☐ 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) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
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 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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data TableSee Additional Data Table				
Total			3a	212,200
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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					343
4	Dividends and interest from securities. . . .					28,223
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					-22,748
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a LEGAL SETTLEMENT					496,667
b	UNREALIZED GAINS					83,973
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e). .					586,458
13	Total. Add line 12, columns (b), (d), and (e).					586,458

[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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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

**Sign
Here**

**Paid
Preparer
Use Only**

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				
	***** Signature of officer or trustee	2013-10-15 Date	***** Title	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	MICHAEL J FLOOD	MICHAEL J FLOOD	2013-10-18		
	Firm's name	CAUFIELD & FLOOD 407 CONGRESS PARKWAY STE A			Firm's EIN
	Firm's address	CRYSTAL LAKE, IL 60014			Phone no (815) 455-9538

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PORCHLIGHT MUSIC THEATRE 4200 W DIVERSEY AVE CHICAGO,IL 60639	NONE	EXEMPT	THEATRE PRODUCTIONS	11,050
STORY CATCHERS THEATER 544 WOAK ST SUITE 1005 CHICAGO,IL 60610	NONE	EXEMPT	THEATRE PRODUCTIONS	7,750
SEASON OF CONCERN 8 SOUTH MICHIGAN AVE SUITE 601 CHICAGO,IL 60603	NONE	EXEMPT	THEATRE PRODUCTIONS	28,250
PREMIER THEATRE & PERFORMANCE 2519 N CALIFORNIA AVE CHICAGO,IL 60647	NONE	EXEMPT	THEATRE PRODUCTIONS	15,000
MOOKIE JAM FOUNDATION PO BOX 25244 CHICAGO,IL 60625	NONE	EXEMPT	MULTIPLE SCLEROSIS PATIENT GRANTS	1,050
NATIONAL MUSIC THEATRE NETWORK 1697 BROADWAY SUITE 902 NEWYORK,NY 10019	NONE	EXEMPT	THEATRE PRODUCTIONS	525
RAVINIA FESTIVAL ASSOCIATION 201 ST JOHNS AVE HIGHLAND PARK,IL 60035	NONE	EXEMPT	THEATRE PRODUCTIONS	11,550
ALBANY PARK THEATER PROJECT PO BOX 257995 CHICAGO,IL 60625	NONE	EXEMPT	THEATRE PRODUCTIONS	2,625
EMERALD CITY THEATRE COMPANY 2936 N SOUTHPORT AVE 3RD FLOOR CHICAGO,IL 60657	NONE	EXEMPT	THEATRE PRODUCTIONS	525
CHICAGO PUBLIC MEDIA INC 848 EAST GRAND AVE CHICAGO,IL 60611	NONE	EXEMPT	PUBLIC RADIO	5,250
ST IGNATIUS COLLEGE OF CHICAGO 1076 WEST ROOSEVELT ROAD CHICAGO,IL 606081594	NONE	EXEMPT	EDUCATION	1,050
THE FOUNDATION FOR AIDS RESEARCH 120 WALL STREET 13TH FLOOR NEWYORK,NY 100053908	NONE	EXEMPT	MEDICAL RESEARCH	5,250
AMERICAN NATIONAL RED CROSS 2200 W HARRISON ST CHICAGO,IL 60612	NONE	EXEMPT	DISASTER RELIEF	21,000
INTERNATIONAL ESSENTIAL TREMOR FOUN PO BOX 14005 LENEXA,KS 662854005	NONE	EXEMPT	MEDICAL RESEARCH	21,000
AMERICAN CANCER SOCIETY 250 WILLIAMS STREET NW ATLANTA,GA 30303	NONE	EXEMPT	MEDICAL RESEARCH	21,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LEAGUE OF CHICAGO THEATRES 17 N WABASH ST SUITE 520 CHICAGO,IL 60602	NONE	EXEMPT	THEATRE PRODUCTIONS	1,050
CHICAGO HUMAN RYTHM PROJECT 410 S MICHIGAN AVE SUITE 464 CHICAGO,IL 60605	NONE	EXEMPT	PERFORMANCE ARTS	525
AMERICAN DIABETES ASSOCIATION INC 55 EAST MONROE STREET SUITE 3420 CHICAGO,IL 60603	NONE	EXEMPT	MEDICAL RESEARCH	5,250
CHICAGO HOUSE AND SOCIAL SERVICE 1925 N CLYBOURN AVE SUITE 401 CHICAGO,IL 60614	NONE	EXEMPT	HOUSING	5,250
CHICAGO SHAKESPEARE THEATER 800 E GRAND AVE CHICAGO,IL 60611	NONE	EXEMPT	THEATRE PRODUCTIONS	2,625
HOWARD BROWN HEALTH CENTER 4025 N SHERIDAN ROAD CHICAGO,IL 60613	NONE	EXEMPT	MEDICAL RESEARCH	2,625
CHICAGO THEATRE GROUP INC 170 N DEARBORN ST CHICAGO,IL 60601	NONE	EXEMPT	THEATRE PRODUCTIONS	1,050
JOSEPH JEFFERSON AWARD COMMITTEE 2015 W MCLEAN AVE CHICAGO,IL 60647	NONE	EXEMPT	THEATRE PRODUCTIONS	525
WRITERS' THEATRE INC 376 PARK AVE GLENCOE,IL 60022	NONE	EXEMPT	THEATRE PRODUCTIONS	2,625
SAVOY AIRES PO BOX 126 EVANSTON,IL 60204	NONE	EXEMPT	THEATRE PRODUCTIONS	5,250
NATIONAL KERATOCONUS FOUNDATION 6222 WILSHIRE BLVD SUITE 260 LOS ANGELES,CA 90048	NONE	EXEMPT	MEDICAL RESEARCH	5,250
AMERICAN COLLEGE OF RHEUMATOLOGY 2200 LAKE BOULEVARD NE ATLANTA,GA 30319	NONE	EXEMPT	MEDICAL RESEARCH	5,250
LIGHT OPERA WORKS INC 516 4TH ST WILMETTE,IL 60091	NONE	EXEMPT	THEATRE PRODUCTIONS	5,250
NATIONAL ALLIANCE FOR MUSICAL THEAT 520 8TH AVE 301 NEWYORK,NY 10018	NONE	EXEMPT	MUSICAL THEATRE	1,050
AMERICAN AUTOIMMUNE RELATED DISEASE 22100 GRATIOT AVE EASTPOINTE,MI 48021	NONE	EXEMPT	MEDICAL RESEARCH	10,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MICHAEL J FOX FOUNDATION PO BOX 4777 NEW YORK,NY 101634777	NONE	EXEMPT	MEDICAL RESEARCH	5,250
CURRENT YEAR ACCRUAL DIFFERENCE NONE CHICAGO,IL 60614	NONE	EXEMPT	ACCRUAL ADJUSTMENT	-18,567
CURRENT YEAR ACCRUAL DIFFERENCE NONE CHICAGO,IL 60614	NONE	EXEMPT	ACCRUAL ADJUSTMENT	18,567
Total  3a				212,200

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization THE LEONARD AND JOAN FOUNDATION	Employer identification number 26-1367670
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization THE LEONARD AND JOAN FOUNDATION	Employer identification number 26-1367670
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	JOAN STEARNS 3950 W BRYN MAWR AVE UNIT 410 CHICAGO, IL 60659	\$ 20,181	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE LEONARD AND JOAN FOUNDATION	Employer identification number 26-1367670
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization THE LEONARD AND JOAN FOUNDATION	Employer identification number 26-1367670
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Part III	Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ Use duplicate copies of Part III if additional space is needed
-----------------	---

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

TY 2012 Accounting Fees Schedule

Name: THE LEONARD AND JOAN FOUNDATION

EIN: 26-1367670

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	10,340	2,585		2,450

TY 2012 Compensation Explanation

Name: THE LEONARD AND JOAN FOUNDATION

EIN: 26-1367670

Person Name	Explanation
JOAN C STEARNS	
L WALTER STEARNS	
EUGENE DIZON	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: THE LEONARD AND JOAN FOUNDATION

EIN: 26-1367670

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
SEE ATTACHED-UBS S/T	2012-01	PURCHASE	2012-12		906	898			8	
SEE ATTACHED-UBS L/T	2011-01	PURCHASE	2012-12		650,278	673,034			-22,756	

TY 2012 General Explanation Attachment

Name: THE LEONARD AND JOAN FOUNDATION

EIN: 26-1367670

Identifier	Return Reference	Explanation
GENERAL ELECTIONS		

TY 2012 Investments Corporate Stock Schedule

Name: THE LEONARD AND JOAN FOUNDATION

EIN: 26-1367670

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED SCHEDULES	640,019	640,019

TY 2012 Investments - Land Schedule

Name: THE LEONARD AND JOAN FOUNDATION

EIN: 26-1367670

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND, BUILDING AND EQUIPMENT	1,915,015		1,915,015	1,915,015

TY 2012 Legal Fees Schedule

Name: THE LEONARD AND JOAN FOUNDATION

EIN: 26-1367670

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	19,733	19,733		
LEGAL SETTLEMENT FEES	22,717	22,717		

TY 2012 Other Assets Schedule**Name:** THE LEONARD AND JOAN FOUNDATION**EIN:** 26-1367670

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND RECEIVABLE	2,971		

TY 2012 Other Expenses Schedule**Name:** THE LEONARD AND JOAN FOUNDATION**EIN:** 26-1367670

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
FILING FEES	278			
INSURANCE	10,159	10,159		
INVESTMENT FEES	3,339	3,339		
LANDSCAPING	270	270		
MARKDOWN ON PROPERTY HELD	478,985			
REPAIRS AND MAINTENANCE	7,539	7,539		
MISCELLANEOUS EXPENSE	19	19		

TY 2012 Other Income Schedule

Name: THE LEONARD AND JOAN FOUNDATION

EIN: 26-1367670

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LEGAL SETTLEMENT	496,667	496,667	
UNREALIZED GAINS	83,973		

TY 2012 Other Liabilities Schedule**Name:** THE LEONARD AND JOAN FOUNDATION**EIN:** 26-1367670

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED PROPERTY TAXES	26,361	22,543
DONATIONS PAYABLE	208,854	190,286
ACCRUED 2012 EXCISE TAXES		8,951

TY 2012 Taxes Schedule**Name:** THE LEONARD AND JOAN FOUNDATION**EIN:** 26-1367670

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROPERTY TAXES	11,304	11,304		
EXCISE TAXES	578			
2012 EXCISE TAXES	8,951			

TY 2012 GeneralDependencySmall**Name:** THE LEONARD AND JOAN FOUNDATION**EIN:** 26-1367670**Business Name or Person Name:****Taxpayer Identification Number:****Form, Line or Instruction****Reference:****Regulations Reference:****Description:** GENERAL FOOTNOTE

Attachment Information: OTHER INCOME ON LINE 11 FOR 496,667 REPRESENTS A LEGAL SETTLEMENT WITH THE FOUNDATION'S BROKER, MERRILL LYNCH, FOR THE CHARGE OF EXCESS INVESTMENT EXPENSES. THE FOUNDATION RAISED CLAIMS AGAINST MERRILL LYNCH. HOWEVER BOTH PARTIES AGREED TO THIS SETTLEMENT AS NOTED BY THE SETTLEMENT AGREEMENT AND RELEASE DATED 12/18/12, BEFORE COURT PROCEEDINGS BEGAN.

Account Number NI 07246 27
Your Financial Advisor or Contact
THOMAS RICE
847-498-7700/800-323-9392

UBS Financial Services Inc.

2012 Informational Statement

P3101L0000390000029052-X

Proceeds from Broker Transactions

Short-term transactions for covered securities, included in Line 2a

Security description (line 8) Symbol (line 1d) CUSIP	Quantity / face value (line 1e)	Original/ cost basis (\$)	Date acquired (line 1b)	Date of sale / exchange (line 1a)	Sale amount (line 2a) (\$)	Cost or other basis (line 3) (\$)	Wash sale loss disallowed (line 5) (\$)	Federal income tax withheld (line 4) (\$)	Gain/Loss (\$)
Activity type									
APOLLO INVESTMENT CORP Symbol: AINV CUSIP: 03761U106									
Sell	114.0000		07/05/12	07/10/12	906.37	897.54			8.83
Total	114.0000				906.37	897.54			\$8.83

Long-term transactions for covered securities, included in Line 2a

Security description (line 8) Symbol (line 1d) CUSIP	Quantity / face value (line 1e)	Original/ cost basis (\$)	Date acquired (line 1b)	Date of sale / exchange (line 1a)	Sale amount (line 2a) (\$)	Cost or other basis (line 3) (\$)	Wash sale loss disallowed (line 5) (\$)	Federal income tax withheld (line 4) (\$)	Gain/Loss (\$)
Activity type									
ANIMALY CAPITAL MANAGEMENT, INC REIT Symbol: NLY CUSIP: 035710409									
Sell	1,900.0000		01/10/11	07/10/12	31,900.76	34,219.00			(2,318.24)
Sell	1,100.0000		01/10/11	07/10/12	18,468.85	19,804.62			(1,335.76)
Sub Total	3,000.0000				50,369.62	54,023.62			(3,654.00)
APOLLO INVESTMENT CORP Symbol: AINV CUSIP: 03761U*06									
Sell	2,900.0000		06/02/11	07/10/12	23,056.85	32,161.00			(9,104.15)
Sell	1,300.0000		06/02/11	07/10/12	10,335.84	14,415.70			(4,079.86)
Sell	100.0000		06/02/11	07/10/12	795.06	1,108.75			(313.69)
Sell	200.0000		06/02/11	07/10/12	1,590.13	2,217.00			(626.87)
Sub Total	4,500.0000				35,777.88	49,902.45			(14,124.57)

continued next page



Account Number NI 07246 27
Your Financial Advisor or Contact
THOMAS RICE
847-498-7700/800-323-9392

UBS Financial Services Inc.

2012 Informational Statement

P3101L000039000029053-X

Proceeds from Broker Transactions (continued)

Long-term transactions for covered securities, included in Line 2a. (continued)

Security description (line 8) Symbol (line 1a) CUSIP	Quantity / face value (line 1e)	Original cost basis (\$)	Date acquired (line 1b)	Date of sale / exchange (line 1a)	Sale amount (line 2a) (\$)	Cost or other basis (line 3) (\$)	Wash sale loss disallowed (line 5) (\$)	Federal income tax withheld (line 4) (\$)	Gain/loss (\$)
CENTURYLINK INC Symbol CTL CUSIP 156700106									
Sell	584.0000		04/13/11	07/10/12	22,996.40	23,751.28			(754.88)
Sell	1,200.0000		04/13/11	07/10/12	47,252.88	48,801.72			(1,548.84)
Sell	216.0000		04/13/11	07/10/12	8,505.52	8,792.56			(277.04)
Sub Total	2,000.0000				78,754.80	81,335.56			(2,580.76)
CISCO SYSTEMS INC Symbol CSCO CUSIP 17275R102									
Sell	2,000.0000		02/16/11	07/10/12	32,858.01	37,855.00			(4,996.99)
DEERE AND CO Symbol DE CUSIP 244199105									
Sell	100.0000		05/16/11	07/10/12	7,854.20	8,981.00			(1,126.80)
Sell	900.0000		05/16/11	07/10/12	70,687.79	80,820.54			(10,132.75)
Sub Total	1,000.0000				78,541.99	89,801.54			(11,259.55)
GOODYEAR TIRE & RUBBER CO Symbol GT CUSIP 382550101									
Sell	3,000.0000		06/02/11	07/10/12	32,490.02	51,237.60			(18,747.58)
JPMORGAN CHASE & CO Symbol JPM CUSIP 46625H100									
Sell	2,000.0000		05/27/11	07/10/12	68,517.21	86,396.20			(17,878.99)
KIMBERLY CLARK CORP Symbol KMB CUSIP 494368103									
Sell	1,000.0000		04/13/11	07/10/12	84,743.97	65,817.40			18,926.57

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Account Number NI 07246 27
Your Financial Advisor or Contact
THOMAS RICE
847-498-7700/800-373-9392

UBS Financial Services Inc.

2012 Informational Statement

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Proceeds from Broker Transactions (continued)

Long-term transactions for covered securities; included in Line 2a (continued)

Security description (Line 8) Symbol (Line 1a) CUSIP Action type	Quantity / face value (Line 1e)	Original cost basis (\$) (Line 1b)	Date acquired (Line 1c)	Date of sale / exchange (Line 1d)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
MICROSOFT CORP Symbol: MSF CUSIP: 594918104									
Sell	2,000.0000		05/27/11	07/10/12	59,457.21	50,038.40			9,418.81
PFIZER INC Symbol: PFE CUSIP: 717081103									
Sell	2,500.0000		06/02/11	07/10/12	56,098.29	53,348.00			2,750.29
Total	23,000.0000				\$577,609.00	\$619,755.77			\$ (42,146.77)

Long-term transactions for noncovered securities; included in Line 2a.

Security description (Line 8) Symbol (Line 1a) CUSIP Action type	Quantity / face value (Line 1e)	Original cost basis (\$) (Line 1b)	Date acquired (Line 1c)	Date of sale / exchange (Line 1d)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
ALTRIA GROUP INC Symbol: MO CUSIP: 022095103									
Sell	2,000.0000		11/23/10	07/10/12	70,777.16	49,315.00			21,462.16
FRONTIER COMMUNICATIONS CORP Symbol: FTR CUSIP: 35906A108									
Sell	480.0000		01/11/10	07/10/12	1,891.66	3,963.50			(2,071.84)
Total	2,480.0000				\$72,668.82	\$53,278.50			\$19,390.32
Total					\$651,184.19				



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2012 Informational Statement

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2012 Realized Gain/Loss Summary

Description	Sale amount	Cost/other basis	Wash sale loss/disallowed	Net Gain/Loss
Short-term Gain/Loss				
Short-term transactions for covered securities, included in line 2a	906 37	897 54		8 83
Total short-term	\$906 37	\$897 54		\$8 83
Long-term Gain/Loss				
Long-term transactions for covered securities, included in line 2a	577,609 00	619,755 77		(42,146 77)
Long-term transactions for noncovered securities, included in line 2a	72,668 82	53,278 50		19,390 32
Total long-term	\$650,277 82	\$673,034 27		\$(22,756 45)
Sub Total	\$651,184 19	\$673,931 81		\$(22,747 62)
Totals	\$651,184 19	\$673,931 81		\$(22,747 62)

Dividends and Distributions Details

Transactions shown as "Qualified Dividend" only indicate that the dividend is issuer-qualified. We do not compute the holding period required for a qualified dividend. It is the responsibility of the taxpayer to determine whether the holding period requirements have been met. To assist you, we include the ex-dividend date information if available.

Security description	CUSIP	Activity Description	Ex Date	Payment Date	Amount
ALTRIA GROUP INC	02209S103	Qualified Dividend	06/13/12	07/10/12	\$ 820.00
ANVALY CAPITAL MANAGEMENT INC REIT	035710409	Dividend	06/27/12	07/26/12	\$ 1,440.00
Apollo INVESTMENT CORP	03761U106	Dividend	06/12/12	07/05/12	882 36
		Qualified Dividend	06/12/12	07/05/12	7 64
		Sub-Total:			\$ 900.00
CENTURYLINK INC	156700106	Qualified Dividend	06/01/12	06/15/12	\$ 1,450.00
CISCO SYSTEMS INC	17275R102	Qualified Dividend	07/02/12	07/25/12	\$ 160.00
DEERE AND CO	244199105	Qualified Dividend	06/27/12	08/01/12	\$ 460.00
FRONTIER COMMUNICATIONS CORP	35906A108	Qualified Dividend	06/06/12	06/29/12	\$ 37.72
JPMORGAN CHASE & CO	46625H100	Qualified Dividend	07/03/12	07/31/12	\$ 600.00
KIMBERLY CLARK CORP	494368103	Qualified Dividend	06/06/12	07/03/12	\$ 740.00
PACE ALTERNATIVE STRATEGIES INVESTMENTS CLASS P	69373W202	Dividend	12/18/12	12/18/12	250 50
		Qualified Dividend	12/18/12	12/18/12	209 47
		Sub-Total:			\$ 459.97

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