



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2011

For calendar year 2011 or tax year beginning 4/1/2011, and ending 3/31/2012

Name of foundation Leslie Fund, Inc		A Employer identification number 36-6055800
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd		B Telephone number (see instructions) (800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809-1377		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,468,204	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	19,007	19,007		
	4 Dividends and interest from securities	270,110	259,857		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	261,990			
	b Gross sales price for all assets on line 6a 3,649,685				
	7 Capital gain net income (from Part IV, line 2)		261,990		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	4,185				
12 Total. Add lines 1 through 11	555,292	540,854			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	7,397			7,397
	b Accounting fees (attach schedule)	1,280			1,280
	c Other professional fees (attach schedule)	60,016	60,016		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,000	287		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	39,264	765		38,499
	24 Total operating and administrative expenses. Add lines 13 through 23	114,044	61,068		47,176
	25 Contributions, gifts, grants paid	241,504			241,504
26 Total expenses and disbursements. Add lines 24 and 25	355,548	61,068		288,680	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	199,744				
b Net investment income (if negative, enter -0-)		479,786			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

G14 116

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	244,266	230,563	230,563
	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 instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	445,091	332,474	344,067
	b Investments—corporate stock (attach schedule)	6,659,408	7,266,121	8,181,243
	c Investments—corporate bonds (attach schedule)	933,090	652,441	712,331
	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 ▶)				
Net Assets or Fund Balances	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,281,855	8,481,599	9,468,204
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds	8,281,855	8,481,599		
30 Total net assets or fund balances (see instructions)	8,281,855	8,481,599		
31 Total liabilities and net assets/fund balances (see instructions)	8,281,855	8,481,599		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	8,281,855
2 Enter amount from Part I, line 27a	2	199,744
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	8,481,599
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,481,599

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly-traded Securities				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 3,649,685		3,387,695	261,990	
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			261,990	
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	261,990	
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 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))
2010	403,084	8,846,785	0.045563
2009	592,795	8,281,125	0.071584
2008	486,673	8,495,686	0.057285
2007	134,352	9,145,510	0.014690
2006	345,983	7,743,990	0.044678
2 Total of line 1, column (d)			2 0.233800
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.046760
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 9,022,487
5 Multiply line 4 by line 3			5 421,891
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,798
7 Add lines 5 and 6			7 426,689
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.			8 288,680

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

1	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	9,596
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	9,596
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	9,596
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	8,080
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,516
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	9,596
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> 0	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	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>	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶				
14	The books are in care of ▶ Foundation Source Telephone no ▶ (800) 839-1754			
	Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**6b**

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870☐ Yes ☒ No**7b**

N/A

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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
SEE ATTACHMENT				

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				
	00			
	00			
	00			
	00			
	00			

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	8,859,309
b	Average of monthly cash balances	1b	300,576
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	9,159,885
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	9,159,885
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	137,398
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,022,487
6	Minimum investment return. Enter 5% of line 5	6	451,124

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	451,124
2a	Tax on investment income for 2011 from Part VI, line 5	2a	9,596
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	9,596
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	441,528
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	441,528
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	441,528

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	288,680
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	288,680
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	288,680

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				441,528
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only			282,094	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	0			
e From 2010	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 288,680				
a Applied to 2010, but not more than line 2a			282,094	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				6,586
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				434,942
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 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
AFRICAN WILDLIFE FOUNDATION 1400 16TH ST NW STE 120 WASHINGTON DC 20036	N/A	509(a)(1)	General & Unrestricted	25,000
AMYOTROPHIC LATERAL SCLEROSIS ASSOC 19115 68TH AVE S STE H-105 KENT WA 98032	N/A	509(a)(1)	General & Unrestricted	3,000
CHICAGO SYMPHONY ORCHESTRA 220 S MICHIGAN AVE CHICAGO IL 60604	N/A	509(a)(1)	Intl Citizen Musician Activities in Russia	10,000
CHICAGO SYMPHONY ORCHESTRA 220 S MICHIGAN AVE CHICAGO IL 60604	N/A	509(a)(1)	Civic Orchestra Musician Scholarships	25,200
CHICAGO SYMPHONY ORCHESTRA 220 S MICHIGAN AVE CHICAGO IL 60604	N/A	509(a)(1)	Charitable Event	9,800
CHILDHAVEN 316 BROADWAY SEATTLE WA 98122	N/A	509(a)(1)	General & Unrestricted	1,000
COLGATE UNIVERSITY- PARENTS FUND 13 OAK DR HAMILTON NY 13346	N/A	509(a)(1)	Colgate Presidents Club	10,000
DAWN - DOMESTIC ABUSE WOMENS NETWORK PO BOX 88007 TUKWILA WA 98138	N/A	509(a)(1)	General & Unrestricted	3,000
EARTHJUSTICE 50 CALIFORNIA ST STE 500 SAN FRANCISCO CA 94111	N/A	509(a)(2)	General & Unrestricted	3,000
FIRST PLACE PO BOX 22536 SEATTLE WA 98122	N/A	509(a)(1)	General & Unrestricted	2,000
NEW BEGINNINGS PO BOX 75125 SEATTLE WA 98175	N/A	509(a)(1)	General & Unrestricted	2,000
Total See Attached Statement			▶ 3a	241,504
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

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 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			14	19,007	
4	Dividends and interest from securities			14	270,110	
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			18	261,990	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a Federal Tax Refund			01	4,185	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		555,292	0
13	Total. Add line 12, columns (b), (d), and (e)				13	555,292

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]



Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|---|-------|-----|----|
| 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) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| 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	<p>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) is based on all information of which preparer has any knowledge.</p> <p>  4/11/13  </p> <p> Signature of officer or trustee Date Title </p>	<p>May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
------------------	--	--

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Jeffrey D. Haskell	Jeffrey D. Haskell	7/30/2012		P01345770
	Firm's name ▶ Foundation Source			Firm's EIN ▶ 51-0398347	
	Firm's address ▶ 55 Walls Drive, Fairfield, CT 06824			Phone no (800) 839-1754	

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

TOTAL:				4,185	0	0
	Description	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income		
1	Federal Tax Refund	4,185	0			
2						
3						
4						
5						
6						
7						
8						
9						
10						

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

TOTAL:					7,397	0	0	7,397
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	General Governance Matters and Counseling	7,397	0	0	7,397			
2								
3								
4								
5								
6								
7								
8								
9								
10								

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

TOTAL:					1,280	0	0	0	1,280
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose				
1	Accounting Services	1,280	0	0	1,280				
2									
3									
4									
5									
6									
7									
8									
9									
10									

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

TOTAL:		60,016	60,016	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Investment Management Services	60,016	60,016	0	0
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

TOTAL:		6,087	287	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Estimated Tax for 2012	5,800	0	0	0
2	Foreign Tax Paid	287	287	0	0
3					
4					
5					
6					
7					
8					
9					
10					

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

TOTAL:		39,264	765	0	38,499
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Administrative Fees	37,164	0	0	37,164
2	Bank Charges	765	765	0	0
3	State or Local Filing Fees	15	0	0	15
4	Premium payment for indemnification insurance	1,320	0	0	1,320
5					
6					
7					
8					
9					
10					

Form 990-PF, Part II, Line 10a - Investments - U.S. and State Government Obligations

TOTAL:				332,474	344,067
	Description	Book Value End of Year	FMV End of Year		
1	FHLMC G13139 - 5.000% - 05/01/2023 (3128MBV87)	32,690	35,019		
2	FNMA - 4.000% - 02/01/2025 (31418NYF1)	29,852	31,041		
3	FNMA - 4.000% - 10/01/2024 - POOL AC5040 (31417QS62)	26,321	27,277		
4	FNMA - VAR% - 04/01/2016 (3136FRGA5)	78,013	78,745		
5	US TREAS - 2.125% - 08/15/2021 (912828RC6)	62,966	63,010		
6	US TREAS NOTE - 3.625% - 02/15/2020 (912828MP2)	102,632	108,975		
7					
8					
9					
10					

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

TOTAL:					7,266,121	8,181,243
	Description	Shares	Book Value End of Year	FMV End of Year		
1	ALEXANDER & BALDWIN HOLDINGS INC (ALEX)	800	34,343	38,760		
2	AMERICAN REALTY CAPITAL TRUST, INC. (AMCAPTR)	53,763	499,999	552,145		
3	APPLE INC (AAPL)	172	41,145	103,123		
4	AQR MANAGED FUTURES FUND CL I (AQMIX)	26,210	251,944	248,996		
5	ARCT (ARCT)	3,765	37,685	38,667		
6	ASHLAND INC (ASH)	835	51,476	50,985		
7	AVAGO TECHNOLOGIES LIMITED (AVGO)	1,000	29,799	38,970		
8	BAXTER INTERNATIONAL INC (BAX)	400	17,269	23,912		
9	BUNGE LTD (BG)	825	51,432	56,463		
10	CALAMOS CONVERTIBLE OPPORTUNITIES AND INCOME FUND (CHI)	4,005	39,699	51,184		
11	CANADIAN OIL SANDS LTD. (COSWF PK)	620	13,753	13,070		
12	CELGENE CORP (CELG)	600	34,048	46,512		
13	CHICAGO BRIDGE & IRON (CBI)	410	15,876	17,708		
14	CONOCOPHILLIPS (COP)	500	31,717	38,005		
15	CRM MID CAP VALUE FUND (CRIMX)	8,514	208,192	255,430		
16	CVS CAREMARK CORP. (CVS)	1,370	44,896	61,376		
17	DENBURY RESOURCES INC (DNR)	1,530	22,459	27,892		
18	DIGITAL RLTY TR INC (DLR)	255	13,415	18,862		
19	ENSCO PLC (ESV)	550	28,005	29,112		
20	EXPRESS SCRIPTS HOLDING CO (ESRX)	1,000	44,455	54,180		
21	FISERV INC (FISV)	425	15,830	29,491		
22	GOOGLE INC CL A (GOOG)	85	41,725	54,505		
23	HUSSMAN STRATEGIC TOTAL RETURN FUND (HSTRX)	14,807	183,943	181,538		
24	INTEL CORP (INTC)	700	15,040	19,684		
25	INTERNATIONAL BUSINESS MACHINES (IBM)	85	10,020	17,735		
26	ISHARE SP SMALL CAP 600 INDEX FD (IJR)	6,550	434,236	499,830		
27	ISHARES MSCI BRAZIL FREE INDEX FD (EWZ)	650	47,471	42,029		
28	ISHARES MSCI CHILE INVESTABLE MKT IDX (ECH)	300	19,969	20,490		
29	ISHARES MSCI INDONESIA INVES (EIDO)	800	22,453	24,752		
30	ISHARES MSCI MALAYSIA FREE INDEX FD (EWM)	1,525	21,616	22,265		
31	ISHARES MSCI PHILIPPINES INV (EPHE)	1,000	24,555	28,740		
32	ISHARES MSCI TURKEY (TUR)	800	54,762	42,440		
33	ISHARES MSCI-MEXICO (EWW)	800	47,447	50,016		
34	ISHARES RUSSELL 1000 INDEX FD (IWB)	4,034	227,281	314,460		
35	ISHARES S&P INDIA NIFTY 50 I (INDY)	2,100	63,714	49,833		
36	IVY ASSET STRATEGY FUND CLASS I (IVAEX)	6,840	178,630	175,572		
37	JP MORGAN CHASE & CO (JPM)	1,985	85,772	91,270		
38	JPMORGAN EQUITY INCOME FUND SELECT (HLIEX)	32,619	266,845	332,709		
39	KINDER MORGAN INC (KMI)	970	28,463	37,491		
40	KOHL'S CORP (KSS)	370	18,325	18,511		
41	KROGER CO (KR)	895	20,975	21,686		

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

TOTAL:					7,266,121	8,181,243
	Description	Shares	Book Value End of Year	FMV End of Year		
42	LAZARD EMERGING MARKETS EQUITY INSTL (LZEMX)	8,175	94,837	161,130		
43	LEUTHOLD ASSET ALLOCATION FUND INSTL CL (LAAIX)	18,184	190,442	194,020		
44	LOOMIS SAYLES BOND FUND INSTITUTIONAL SHARES (LSBDX)	17,761	255,300	260,559		
45	MARKET VECTORS VIETNAM ETF (VNIM)	2,900	79,452	55,506		
46	MASTEC INC (MTZ)	1,005	18,856	18,180		
47	MICROSOFT CORPORATION (MSFT)	615	14,321	19,840		
48	NII HOLDINGS INC - COMMON STOCK (NIHD)	1,295	49,411	23,711		
49	NOBLE CORPORATION (NE)	965	34,982	36,159		
50	NOBLE ENERGY INC (NBL)	255	15,773	24,934		
51	NORTHEAST UTIL (NU)	495	10,432	18,374		
52	NUVEEN CREDIT STRATEGIES INCOME FUND (JQC)	10,530	70,057	94,559		
53	OPPENHEIMER SENIOR FLTG RATE FUND (OOSAX)	32,977	265,373	272,060		
54	PEOPLE'S UNITED FINANCIAL, INC. (PBCT)	4,800	62,701	63,504		
55	PFIZER INC. (PFE)	3,120	52,146	70,668		
56	PIMCO COMMODITY REAL RETURN STRATEGY FUND (PCRIX)	22,842	185,627	152,813		
57	PIMCO TOTAL RETURN FUND (PTTRX)	23,040	252,126	255,509		
58	PROCTER GAMBLE CO (PG)	550	30,600	36,966		
59	QUALCOMM INC (QCOM)	480	26,214	32,669		
60	QUEST SOFTWARE, INC. (QSFT)	765	18,231	17,802		
61	REINSURANCE GROUP AMER INC (RGA)	945	46,098	56,199		
62	REPUBLIC SVCS INC (RSG)	450	13,525	13,752		
63	SEMPRA ENERGY COM (SRE)	795	40,866	47,668		
64	SHIRE PHARMACEUTICALS, INC (SHPGY PK)	190	13,411	18,003		
65	SIRONA DENTAL SYSTEMS INC (SIRO)	570	27,447	29,378		
66	STRK SPDR S&P CH ETF (GXC)	200	12,823	13,674		
67	SYNOPSYS, INC. (SNPS)	1,225	35,188	37,559		
68	T ROWE PRICE INSTITUTIONAL LARGE CAP GROWTH FUND (TRLGX)	16,497	227,710	317,723		
69	TD AMERITRADE HOLDING CORP (AMTD)	2,300	38,708	45,402		
70	TEMPLETON GLOBAL BD (TGBAX)	19,928	238,048	261,058		
71	TERADATA CORPORATION (TDC)	275	13,884	18,741		
72	TEVA PHARMECEUTICAL SP ADR (TEVA)	590	29,197	26,585		
73	THE JENSEN PORTFOLIO INC CLASS I SHARES (JENIX)	10,181	254,358	299,116		
74	TIME WARNER INC (TWX)	1,130	35,292	42,658		
75	TORTOISE MLP FD INC (NTG)	2,460	56,524	63,025		
76	TYCO INTERNATIONAL LTD. (TYC)	1,500	51,261	84,270		
77	UMB SCOUT INTERNATIONAL (UMBWX)	5,053	124,011	160,547		
78	VANGUARD EMERGING MARKETS STOCK INDEX VIPERS (VWO)	1,000	45,427	43,470		
79	VANGUARD SHORT TERM BOND INDEX FUND SIGNAL SHARES (VBSSX)	28,568	303,708	303,111		
80	WASATCH SMALL CAP GROWTH (WAAEX)	2,661	115,000	114,920		
81	WEATHERFORD INTL NEW (WFT)	2,500	47,157	37,725		
82	WM. BLAIR FUNDS INTERNATIONAL GROWTH FUND CL I (BIGIX)	7,369	106,470	160,785		

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

TOTAL:				7,266,121	8,181,243
	Description	Shares	Book Value End of Year	FMV End of Year	
83	WM. BLAIR FUNDS VALUE DISCOVERY FUND CL I (BVDIX)	9,755	122,447	133,640	
84	OPPENHEIMER LTD TERM MUNICIPAL CLA (OPITX)	13,671	200,001	202,872	

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

TOTAL:				652,441	712,331
	Description	Shares	Book Value End of Year	FMV End of Year	
1	ALLSTATE 7.45% 5/16/19 (020002AX9)	15,000	16,138	18,874	
2	AMERICAN EXPRESS 8.125% 5/20/19 (025816BB4)	13,000	13,083	17,028	
3	AT&T INC GBL - 2.500% - 08/15/2015 (00206RAV4)	15,000	15,782	15,570	
4	BANK OF AMERICA 5.17% 6/15/19 (05522RAS7)	40,000	30,465	46,774	
5	BANK OF NY 4.95% 3/15/15 (06406JHB4)	15,000	14,282	16,325	
6	BARCLAYS BANK PLC - 02.750% - 02/23/2015 (06741JS26)	8,000	8,025	8,042	
7	BARCLAYS BK PLC SR NT - 5.200% - 07/10/2014 (06739FFZ9)	15,000	16,215	15,969	
8	BB&T CORPORATION SR NT 5.70000% 04/30/2014 (05531FAA1)	10,000	10,977	10,944	
9	BOTTLING GROUP 6.95% 3/15/14 (10138MAH8)	25,000	29,189	27,905	
10	BRAZOS STUDENT FLT 06/25/27 (10623PDR8)	34,349	33,415	33,389	
11	CENTERPOINT ENER 5.17% 08/01/19 (15200DAD9)	48,000	53,136	55,109	
12	COMERICA BANK 5.75% 11/21/16 (200339CG2)	10,000	11,240	11,131	
13	FLORIDA POWER & LIGHT CO 1ST MORTGAGEDTD 12/13/2002 4.85% 2/1/2013	25,000	25,503	25,894	
14	GOLDMAN SACHS GP SR GLOBAL - 5.450% - 11/01/2012 (38144LAC4)	11,000	11,816	11,244	
15	HONEYWELL INTL INC SR NT 3.875% 02/15/2014 (438516AY2)	5,000	5,228	5,296	
16	IBM - 7.625% - 10/15/2018 (459200GM7)	25,000	24,826	33,408	
17	JPMORGAN CHASE GBL SR NT - 5.250% - 05/01/2015 (46625HAX8)	8,000	8,679	8,743	
18	KEYCORP STUDENT FLT 10/27/42 (493268BV7)	11,266	8,778	10,367	
19	KIMBERLY CLARK NTS 6.125% 8/1/17 (494368BB8)	20,000	22,386	24,394	
20	MASTER OPTION PUT 4.4% ASSET BACKED 3/15/15 (575800AE7)	14,560	15,578	14,954	
21	METLIFE INC NT - 5.000% - 06/15/2015 (59156RAN8)	10,000	9,782	11,049	
22	NORTHERN TR CORP SR NT 4.62500% 05/01/2014 (665859AK0)	3,000	3,273	3,227	
23	NRTHRN ST PWR MIN 5.25% 3/1/18 (665772CD9)	22,000	24,059	25,802	
24	PECO ENERGY CO 5.35% 3/1/18 (693304AL1)	30,000	29,851	35,015	
25	PNC FDG CORP SUB NT 5.625% 02/01/2017 (693476BB8)	15,000	13,125	16,771	
26	PRINCIPAL LIFE INCOME FUND MTN 5.30000% 04/24/2013 (74254PYE6)	15,000	13,483	15,662	
27	PRUDENTIAL FINL 5.1% 9/20/14 (74432QAE5)	32,000	31,698	34,680	
28	SUNTRUST BANKS NOTE 6.000% 09/11/2017 (867914AZ6)	15,000	15,016	16,693	
29	TARGET CORP NOTE CPN 5.375% 05/01/2017 (87612EAP1)	20,000	21,555	23,589	
30	UNITED PARCEL SERVICE - 3.125% - 01/15/2021 (911312AM8)	17,000	18,321	17,763	
31	UNITED TECHNOLOGY 4.875% NT, 05/01/15 (913017BH1)	25,000	25,159	27,930	
32	US BANCORP - 03.442% - 02/01/2016 (902973AV8)	10,000	10,117	10,397	
33	US BK NATL ASSN MINN SUB MTNBE 6.30% 02/04/2014 (90333WAB4)	10,000	9,892	10,951	
34	WALT DISNEY COMPANY - 1.350% - 08/16/2016 (25468PCM6)	27,000	26,899	26,961	
35	WISC ELEC POWER NOTES - 6.250% - 12/01/2015 (976656CB2)	21,000	25,470	24,481	

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

										TOTAL:			
	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Acct			
1	James W Leslie	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Vice President / Director / Secretary	1	0	0	0			
2	Victoria H Leslie	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	President / Director / Treasurer	5	0	0	0			
3	Judith W McCue*	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Director	1	0	0	0			
4													
* Judith W McCue, Director of the Leslie Fund Inc. (the "Foundation"), is an attorney at the law firm that provides legal services to the Foundation. Such law firm is not a disqualified person in respect of the Foundation. In the taxable year ending March 31, 2012, the Foundation paid \$7,397 for legal services rendered by this law firm as reported in Part I, Line 16a.													
5													
6													
7													
8													
9													
10													

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

Recipient(s) paid during the year

Name

NEW ORLEANS JAZZ & HERITAGE FOUNDATION

Street

1205 N RAMPART ST

City

NEW ORLEANS

State

LA

Zip Code

70116

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

30,000

Name

NORTH SHORE COUNTRY DAY SCHOOL

Street

310 GREEN BAY RD

City

WINNETKA

State

IL

Zip Code

60093

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,500

Name

NORTHWEST SCHOOL OF THE ARTS HUMANITIES & ENVIRONMENT

Street

1415 SUMMIT AVE

City

SEATTLE

State

WA

Zip Code

98122

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Taussig/Raymond Financial Aid Endowment Fund

Amount

30,000

Name

NORTHWEST SCHOOL OF THE ARTS HUMANITIES & ENVIRONMENT

Street

1415 SUMMIT AVE

City

SEATTLE

State

WA

Zip Code

98122

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Pledge Installment toward Scholarship Grant

Amount

27,504

Name

OBERLIN COLLEGE

Street

173 W LORAIN ST

City

OBERLIN

State

OH

Zip Code

44074

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Parents' Fund for the Class of 2010

Amount

3,000

Name

PACIFIC NORTHWEST BALLET ASSOCIATION

Street

301 MERCER ST

City

SEATTLE

State

WA

Zip Code

98109

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

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

Recipient(s) paid during the year

Name

PEOPLES MUSIC SCHOOL INC

Street

931 W EASTWOOD AVE

City

CHICAGO

State

IL

Zip Code

60640

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

YOURS Project

Amount

5,000

Name

PLANNED PARENTHOOD OF ILLINOIS

Street

18 S MICHIGAN AVE 6TH FLR

City

CHICAGO

State

IL

Zip Code

60603

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

PLANNED PARENTHOOD OF THE GREAT NORTHWEST

Street

2001 E MADISON ST

City

SEATTLE

State

WA

Zip Code

98122

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

SEATTLE ART MUSEUM

Street

1300 1ST AVE

City

SEATTLE

State

WA

Zip Code

98101

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,500

Name

SEATTLE ARTS AND LECTURES INC

Street

105 MAIN ST, STE 201

City

SEATTLE

State

WA

Zip Code

98104

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

WASHINGTON WOMENS FOUNDATION

Street

2100 24TH AVE S STE 330

City

SEATTLE

State

WA

Zip Code

98144

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

3,000

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

Recipient(s) paid during the year

Name

WOODLAND PARK ZOOLOGICAL SOCIETY

Street

601 N 59TH ST

City

SEATTLE

State

WA

Zip Code

98103

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Tree Kangaroo Conservation Program

Amount

18,000

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

0

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

0

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

0

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

0

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

0