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 JUL 1, 2011 **, and ending** JUN 30, 2012

Name of foundation: THE LEF FOUNDATION

A Employer identification number: 68-0070194

Number and street (or P O box number if mail is not delivered to street address): 2422 DEBBIE WAY — Room/suite:

B Telephone number: 707-644-6575

City or town, state, and ZIP code: CALISTOGA, CA 94515

C If exemption application is pending, check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☒ Amended return ☐ Address change ☐ Name 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) ▶$ 6,572,823.

J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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))

		(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	30.	30.		STATEMENT 1
	4 Dividends and interest from securities	125,963.	125,963.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	105,362.			
	b Gross sales price for all assets on line 6a 896,229.				
	7 Capital gain net income (from Part IV, line 2)		105,362.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<5,350.>	<5,350.>		STATEMENT 3
	12 **Total.** Add lines 1 through 11	226,005.	226,005.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	119,768.	0.		119,768.
	15 Pension plans, employee benefits	12,319.	0.		12,319.
	16a Legal fees				
	b Accounting fees STMT 4	16,446.	0.		0.
	c Other professional fees STMT 5	33,486.	33,486.		0.
	17 Interest				
	18 Taxes STMT 6	32,518.	44.		10,676.
	19 Depreciation and depletion	4,571.	0.		
	20 Occupancy	15,044.	0.		0.
	21 Travel, conferences, and meetings	6,734.	0.		0.
	22 Printing and publications	466.	0.		0.
	23 Other expenses STMT 7	35,011.	0.		32,603.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	276,363.	33,530.		175,366.
	25 Contributions, gifts, grants paid	469,400.			469,400.
	26 **Total expenses and disbursements.** Add lines 24 and 25	745,763.	33,530.		644,766.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<519,758.>			
	b **Net investment income** (if negative, enter -0-)		192,475.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1 Cash - non-interest-bearing		<10,205.>	22,374.	22,374.
2 Savings and temporary cash investments		1,994,534.	421,473.	421,473.
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				
7 Other notes and loans receivable ▶				
Less: allowance for doubtful accounts ▶				
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges				
10a Investments - U.S. and state government obligations	STMT 8	97,018.	127,810.	137,306.
b Investments - corporate stock	STMT 9	640,670.	472,834.	593,440.
c Investments - corporate bonds	STMT 10	53,794.	53,795.	61,737.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans	STMT 11	25,769.	24,628.	28,721.
13 Investments - other	STMT 12	3,949,722.	5,205,231.	5,302,392.
14 Land, buildings, and equipment: basis ▶	137,715.			
Less accumulated depreciation STMT 13 ▶	132,680.	9,034.	5,035.	5,035.
15 Other assets (describe ▶ STATEMENT 14)		685.	345.	345.
16 **Total assets** (to be completed by all filers)		6,761,021.	6,333,525.	6,572,823.
Liabilities				
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons			91,691.	
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 **Total liabilities** (add lines 17 through 22)		0.	91,691.	
Net Assets or Fund Balances				
Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.				
24 Unrestricted		6,761,021.	6,241,834.	
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**		6,761,021.	6,241,834.	
31 **Total liabilities and net assets/fund balances**		6,761,021.	6,333,525.	

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	6,761,021.
2 Enter amount from Part I, line 27a	2	<519,758.>
3 Other increases not included in line 2 (itemize) ▶ BOOK/TAX DEPRECIATION DIFFERENCE	3	571.
4 Add lines 1, 2, and 3	4	6,241,834.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,241,834.

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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	P		
b	CAPITAL GAIN DIVIDENDS	P		
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	863,367.		790,867.	72,500.
b	32,862.			32,862.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				72,500.
b				32,862.
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 } 2 105,362.

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).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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 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	1,145,071.	7,208,971.	.158840
2009	906,026.	7,384,004.	.122701
2008	2,177,354.	8,748,356.	.248887
2007	2,167,326.	10,223,294.	.211999
2006	2,333,817.	12,128,079.	.192431

2	**Total** of line 1, column (d)	2	.934858
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	.186972
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,446,893.
5	Multiply line 4 by line 3	5	1,205,388.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,925.
7	Add lines 5 and 6	7	1,207,313.
8	Enter qualifying distributions from Part XII, line 4	8	644,766.

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

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	3,850.
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	3,850.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	3,850.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,850.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	3,850.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶		Refunded ▶	11	

Part VII-A **Statements Regarding Activities**

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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? *If "Yes," attach a conformed copy of the changes*	3		X
4a 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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	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? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
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	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)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 15	10	X	

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ WWW.LEF-FOUNDATION.ORG

14 The books are in care of ▶ LYDA E. KUTH Telephone no. ▶ 707-644-6575

Located at ▶ 2422 DEBBIE WAY, CALISTOGA, CA ZIP+4 ▶ 94515

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 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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 instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
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.)	N/A	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. ▶ ______, ______, ______, ______				
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 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.)*	N/A	3b		
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)? ☐ 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)? N/A	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? N/A ☐ 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		X
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? N/A	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.

(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
LAUREY FINNERAN 61 GREENBRAE BOARDWALK GREENBRAE, CA 94904	DIRECTOR 0.00	0.	0.	0.
BYRON KUTH 100 ALTA ST., #104 SAN FRANCISCO, CA 94133	VICE PRESIDENT/TREASURER 0.00	0.	0.	0.
LYDA KUTH 4 CLEMENT CIRCLE CAMBRIDGE, MA 02138	PRESIDENT 10.00	0.	0.	0.
SARAH TREESON 121 CIRCLE ROAD SAN RAFAEL, CA 94903	DIRECTOR 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
SARA ACHAMBAULDT 87 CHACE AVE, PROVIDENCE, RI 02906	PROGRAM MANAGER 40.00	57,500.	0.	4,441.

Total number of other employees paid over $50,000 ▶ 1

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
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	5,922,455.
b	Average of monthly cash balances		1b	622,614.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	6,545,069.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	6,545,069.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	98,176.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	6,446,893.
6	**Minimum investment return.** Enter 5% of line 5		6	322,345.

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	322,345.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 3,850.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	3,850.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	318,495.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	318,495.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	318,495.

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	644,766.
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	
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	644,766.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	644,766.

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				318,495.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 1,743,163.				
b From 2007 1,671,947.				
c From 2008 1,744,802.				
d From 2009 540,254.				
e From 2010 796,025.				
f **Total** of lines 3a through e	6,496,191.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 644,766.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				318,495.
e Remaining amount distributed out of corpus	326,271.			
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	6,822,462.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	1,743,163.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	5,079,299.			
10 Analysis of line 9:				
a Excess from 2007 1,671,947.				
b Excess from 2008 1,744,802.				
c Excess from 2009 540,254.				
d Excess from 2010 796,025.				
e Excess from 2011 326,271.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 XV Supplementary Information (Complete this part only if the foundation 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).)

LYDA KUTH

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

NONE

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

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

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

SEE STATEMENT 16

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
FOUNDATION CENTER^THE 312 SUTTER STREET, #606 SAN FRANCISCO, CA 94108		501(C)(3)	FUNDS IN SUPPORT OF THE SAN FRANCISCO FOUNDATION CENTER'S PROGRAMMING	500.
FRIENDS AND FOUNDATION OF THE SF PUBLIC LIBRARY 391 GROVE ST SAN FRANCISCO, CA 94102		501(C)(3)	FUNDS IN SUPPORT OFPOET JACK HIRSCHMAN'S TRIP TO SARAJEVO	1,000.
INDEPENDENT FILM SOCIETY OF BOSTON 1 WATSON ST., #1 SOMERVILLE, MA 02144		501(C)(3)	FUNDS IN SUPPORT OF THE 2012 INDEPENDENT FILM FESTIVAL BOSTON	1,000.
OAKLAND SCHOOL FOR THE ARTS 1800 SAN PABLO AVE OAKLAND, CA 94612		501(C)(3)	CULTIVATING EXCELLENCE FRIEND-RAISER FOR OAKLAND SCHOOL OF ARTS	1,000.
CENTER FOR INDEPENDENT DOCUMENTARY 680 SOUTH MAIN STREET SHARON, MA 02067		501(C)(3)	FUNDS IN SUPPORT OF THE DOCYARD	1,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	469,400.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	30.	
4 Dividends and interest from securities			14	125,963.	
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			03	<5,350.>	
8 Gain or (loss) from sales of assets other than inventory			14	105,362.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		226,005.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 226,005.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
8	GAIN FROM SALE OF INVESTMENTS. SEE 990 PART IV FOR DETAIL

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

			Yes	No
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?			
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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

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) is based on all information of which preparer has any knowledge

Lynda Kutt | 5/13/14 | EXECUTIVE DIRECTOR

Signature of officer or trustee | 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
LEONARD L LABRANCHE	LLL	5/12/14		P00047778

Firm's name ▶ LEONARD L. LABRANCHE, JR. CPA | Firm's EIN ▶ 94-1587502

Firm's address ▶ 1345 LINCOLN AVE CALISTOGA, CA 94515 | Phone no. (707) 942-5137

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CITY COLLEGE OF SAN FRANISCO 50 PHELAN AVE. C-30 SAN FRANCISCO, CA 94112		501(C)(3)	FUNDS IN SUPPORT OF A REPLACEMENT COSTUME DESIGNER FOR UPCOMING THEATRE PRODUCTIONS	1,500.
AMERICAN FRIENDS SERVICE COMMITTEE 65 NINTH ST. SAN FRANCISCO, CA 94103-1401		501(C)(3)	FUNDS IN SUPPORT OF THE AMERICAN FRIENDS SERVICE EXHIBITION WINDOWS AND MIRRORS	2,000.
CAMDEN INTERNATIONAL FILM FESTIVAL PO BOX 836 CAMDEN, ME 04843		501(C)(3)	"2011 CAMDEN INTERNATIONAL FILM FESTIVAL AND	2,500.
URBAN SCHOOL OF SAN FRANCISCO 1563 PAGE ST SAN FRANCISCO, CA 94117		501(C)(3)	FUNDS IN SUPPORT OF THE URBAN SCHOOL OF SAN FRANCISCISCO'S ANNUAL FUND.	2,500.
PROGRESS UNITY FUND 167 ANDERSON ST. SAN FRANCSICO, CA 94110		501(C)(3)	FUNDS IN SUPPORT OF THE PROGRESS UNITY FUND'S SUPPORT OF LOCAL OCCUPY WALL STREET DEMONSTRATIONS	2,500.
ARCHITECTURE FOR HUMANITY 848 FOLSOM, SUITE 201 SAN FRANCISCO, CA 94107-1173		501(C)(3)	FUNDS IN SUPPORT OF THE 3RD ANNUAL "DESIGN LIKE YOU GIVE A DAMN CONFERENCE"	2,500.
ARTS ENGINE, INC. 145 W. 24TH STREET, 3RD FLOOR NEW YORK, NY 10011		501(C)(3)	FUNDS IN SUPPORT OF THE CINEMA EYE HONORS	2,500.
BERKELEY BLACK REPERTORY THEATRE 3201 ADELINE ST. BERKELEY, CA 94803		501(C)(3)	FUNDS IN SUPPORT OF BERKELEY BLACK REPERTORY'S YOUTH PROGRAMMING	2,500.
CALIFORNIA LAWYERS FOR THE ARTS, INC FORT MASON CENTER, BUILDING C, ROOM 255 SAN FRANCSICO, CA 94123		501(C)(3)	FUND IN SUPPORT OF CLA'S SUMMER SPOTLIGHT ON THE ART'S YOUTH INTERNSHIP PROGRAM	2,500.
PLAYWRIGHTS PREVIEW PRODUCTION 17 EAST 47 ST. NEW YORK, NY 10017		501(C)(3)	FUND IN SUPPORT OF THE MANY PROGRAMS OF URBAN STAGES	3,500.
Total from continuation sheets				464,400.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SANTA FE COMMUNITY FOUNDATION P.O. BOX 909 SANTA FE, NM 87504-0909		501(C)(3)	FUND IN SUPPORT OF THE SANTA FE ART COMMISSION'S POET LAUREATE PROGRAM	4,000.
516 ARTS 516 CENTRAL AVE. SW ALBUQUERQUE, NM 87102		501(C)(3)	FUNDS IN SUPPORT OF ISEA2012 ALBUQUERQUE: MACHINE WILDERNESS	4,000.
INTERNATIONAL DOCUMENTARY ASSOCIATION 1201 W. 5TH STREET, SUITE M320 LOS ANGELES, CA 90017		501(C)(3)	FUNDS IN SUPPORT OF "WRENCHED: THE LEGACY OF THE MONKEY WRENC GANG: A DOCUMENTARY PROJECT"	4,000.
FRAMINGHAM STATE UNIVERSITY FOUNDATION 42 ADAMS RD. FRAMINGHAM, MA 01701		501(C)(3)	FUNDS IN SUPPORT OF AUDREY KALI'S FILM ABBATOIR RISING	5,000.
CENTER FOR INDEPENDENT DOCUMENTARY 680 SOUTH MAIN STREET SHARON, MA 02067		501(C)(3)	FUNDS IN SUPPORT OF CHICO COLVARD'S FILM BLACK MEMORABILIA	5,000.
CENTER FOR INDEPENDENT DOCUMENTARY 680 SOUTH MAIN STREET SHARON, MA 02067		501(C)(3)	FUNDS IN SUPPORT OF NICKY TAVARES' FILM SON OF A BUG	5,000.
CENTER FOR INDEPENDENT DOCUMENTARY 680 SOUTH MAIN STREET SHARON, MA 02067		501(C)(3)	FUNDS IN SUPPORT OF PETER FRUMKIN'S FILM THE ALEXANDER DORNER FILM PROJECT	5,000.
FILMMAKERS COLLABORATIVE, INC. 397 MOODY STREET WALTHAM, MA 02453		501(C)(3)	FUNDS IN SUPPORT OF LIZ JONES' FILM ABSAROKA! THE STATE THAT NEVER WAS	5,000.
METEOR FILMS 241 AVENUE OF THE AMERICAS APT 2B NEW YORK, NY 10014		501(C)(3)	FUNDS IN SUPPORT OF ASHLEY SABIN AND DAVID REDMON'S FILM DOWNEAST	5,000.
URBAN TILTH 401 1ST ST. SUITE 215 RICHMOND, CA 94801		501(C)(3)	FUNDS IN SUPPORT OF URBAN TILTH'S SUMMER PROGRAMMING	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INTERFAZE EDUCATIONAL PRODUCTIONS, INC. 2600 TENTH ST. SUITE 425 BERKELEY, CA 94706		501(C)(3)	FUNDS IN SUPPORT OF A NEW DOCUMENTARY FILM BY KARINA EPPERLEIN, FINDING THE GOLD WITHIN	5,000.
GLOBAL EXCHANGE 2107 MISSION STREET, SUITE 303 SAN FRANCISCO, CA 94110		501(C)(3)	FUNDS IN SUPPORT OF A GLOBAL EXCHANGE'S INTERNATIONAL WORK FOR PEACE	5,000.
MARIN PRIMARY AND MIDDLE SCHOOL 20 MAGNOLIA AVE. LARKSPUR, CA 93108		501(C)(3)	FUNDS IN SUPPORT OF THE ANNUAL FUND FOR MARIN PRIMARY AND MIDDLE SCHOOL	5,000.
ROOFTOP FILMS 232 3RD ST. SUITE D-101 BROOKLYN, NY 11215		501(C)(3)	FUNDS IN SUPPORT OF ROOFTOP FILMS	5,000.
WATERSHED CENTER FOR THE CERAMIC ARTS 19 BRICK HILL TOAD NEWCASTLE, ME 04553		501(C)(3)	FUNDS IN SUPPORT OF WATERSHED CENTER FOR THE CERAMIC ARTS	5,000.
UC REGENTS UC SAN DIEGO 9500 GILMAN DR. LA JOLLA, CA 92093-044		501(C)(3)	FUNDS IN SUPPORT OF THEATRE FORUM MAGAZINE	5,000.
ARCHITECTURAL LEAGUE OF NEW YORK^THE 457 MADISON AVENUE NEW YORK, NY 10022		501(C)(3)	FUNDS IN SUPPORT OF THE ARCHITECTURAL LEAGUE'S EMERGING VOICES 30TH ANNIVERSARY PROJECT	5,000.
BAY AREA WOMEN AND CHILDREN'S CENTER 318 LEAVENWORTH SAN FRANCISCO, CA 94102		501(C)(3)	FUNDS IN SUPPORT OF BAY AREA WOMEN AND CHILDREN'S RESOURCE CENTER'S FAMILY PROGRAMMING	5,000.
CENTER FOR ARCHITECTURE & DESIGN 130 SUTER ST. SUITE 600 SAN FRANCISCO, CA 94104		501(C)(3)	FUNDS IN SUPPORT OF THE CENTER'S CIVIL SALON PROJECT: DESIGN THINKING FOR INNOVATION	5,000.
ARTS ENGINE, INC. 145 W. 24TH STREET, 3RD FLOOR NEW YORK, NY 10011		501(C)(3)	FUNDS IN SUPPORT OF ANN KIM'S FIM SALTY MATRONS	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FLAHERTY/INTERNATIONAL FILM SEMINARS 6 E. 39TH STREET, 12TH FLOOR NEW YORK, NY 10016		501(C)(3)	FUNDS IN SUPPORT OF THE LEF NEW ENGLAND FELLOWSHIPS AT THE FLAHERTY FILM SEMINAR	7,000.
PROGRESS UNITY FUND 167 ANDERSON ST. SAN FRANCSICO, CA 94110		501(C)(3)	FUNDS IN SUPPORT OF THE PROGRESS UNITY FUND'S ORGANIZING EFFORTS	9,000.
PROGRESS UNITY FUND 167 ANDERSON ST. SAN FRANCSICO, CA 94110		501(C)(3)	FUNDS IN SUPPORT OF THE ORGANIZING WORK OF THE SF ANSWER COALITION	9,000.
FIELD^THE 161 6TH AVE. NEW YORK, NY 10013		501(C)(3)	FUNDS N SUPPORT OF JAMES MARTIN'S "ENCHANTED PIANO."	10,000.
CALIFORNIA COLLEGE FOR THE ARTS 5212 BROADWAY OAKLAND, CA 94618		501(C)(3)	FUNDS IN SUPPORT OF CALIFORNIA COLLEGE OF THE ARTS	10,000.
DESIGN HISTORY FOUNDATION 99 HUDSON ST. 3RD FLOOR NEW YORK, NY 10013		501(C)(3)	FUNDS IN SUPPORT OF THE DESIGN OBSERVER	10,000.
COLLEGE OF MARIN 835 COLLEGE AVENUE KENTFIELD, CA 94904		501(C)(3)	FUNDS IN SUPPORT OF THE COLLEGE OF MARIN'S EDUCATIONAL EXCELLENCE AND INNOVATION FUND	10,000.
INTERLOCHEN CENTER FOR THE ARTS P.O. BOX 199 INTERLOCHEN, MI 49643		501(C)(3)	FUNDS IN SUPPORT OF SUMMER CERAMICS STUDIO PROJECT	11,000.
ARTS COMPANY, INC. 43 LINNAEAN ST. SUITE 25 CAMBRIDGE, MA 02138		501(C)(3)	FUNDS IN SUPPORT OF ARTISTS IN CONTEXT	15,000.
FRAMINGHAM STATE UNIVERSITY FOUNDATION 42 ADAMS RD. FRAMINGHAM, MA 01701		501(C)(3)	FUNDS IN SUPPORT OF AUDREY KALI'S FILM ABBATOIR RISING	15,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INDEPENDENT FEATURE PROJECT 68 JAY STREET ROOM 425 BROOKLYN, NY 11201		501(C)(3)	FUNDS IN SUPPORT OF ED PINCUS AND LUCIA SMA''S FILM NOT NECESSARILY DEAD	15,000.
DOCUMENTARY EDUCATIONAL RESOURCES 101 MORSE STREET WATERTOWN, MA 02472		501(C)(3)	FUNDS IN SUPPORT OF CHRISTINE WALLEY'S FILM EXIT ZERO	15,000.
CENTER FOR INDEPENDENT DOCUMENTARY 680 SOUTH MAIN STREET SHARON, MA 02067		501(C)(3)	FUNDS IN SUPPORT OF KEN WINIKUR AND BEN AVISHAI'S FILM J STREET	15,000.
SALT LAKE CITY FILM CENTER AND ARTISTS COLLABORATIVE 122 SOUTH MAIN ST SALT LAKE CITY, UT 84101		501(C)(3)	FUNDS IN SUPPORT OF FREDERICK WISEMAN'S FILM NATIONAL GALLERY PROJECT	15,000.
CENTER FOR INDEPENDENT DOCUMENTARY 680 SOUTH MAIN STREET SHARON, MA 02067		501(C)(3)	FUNDS IN SUPPORT OF NICKY TAVARES' FILM SON OF A BUG	15,000.
CITY COLLEGE OF SAN FRANISCO 50 PHELAN AVE. C-30 SAN FRANCISCO, CA 94112		501(C)(3)	FUNDS IN SUPPORT OF MULTIPLE PROGRAMS IN THE ARTS DEPARTMENT AT CITY COLLEGE	15,000.
INTERLOCHEN CENTER FOR THE ARTS P.O. BOX 199 INTERLOCHEN, MI 49643		501(C)(3)	FUNDS IN SUPPORT OF SUMMER CERAMICS STUDIO PROJECT	19,000.
DOCUMENTARY EDUCATIONAL RESOURCES 101 MORSE STREET WATERTOWN, MA 02472		501(C)(3)	FUNDS IN SUPPORT OF LUCIEN CASTAING-TAYLOR AND VERENA PARAVEL'S FILM LEVIATHAN	25,000.
METEOR FILMS 241 AVENUE OF THE AMERICAS APT 2B NEW YORK, NY 10014		501(C)(3)	FUNDS IN SUPPORT OF ASHLEY SABIN AND DAVID REDMON'S FILM DOWNEAST	25,000.
DANFORTH MUSEUM OF ART 123 UNION AVENUE FRAMINGHAM, MA 01702		501(C)(3)	FUNDS IN SUPPORT OF RAOUF ZAKI'S FILM DESERT STARS	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CALIFORNIA COLLEGE FOR THE ARTS 5212 BROADWAY OAKLAND, CA 94618		501(C)(3)	FUNDS IN SUPPORT OF PURCHASING LAND FOR THE FUTURE EXPANSION OF THE CAMPUS	50,000.
PROGRESS UNITY FUND 167 ANDERSON ST. SAN FRANCSICO, CA 94110		501(C)(3)	FUNDS IN SUPPORT OF THE ADDITION OF UPSTAIRS WINDOWS IN THE NEW SAN FRANCISCO ANSWER OFFICES	2,900.
Total from continuation sheets				

Depreciation and Amortization Detail FORM 990-PF PAGE 1 990-PF

Asset Number	Description of property / Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
1	CABINETS							
	090193	SL	7.00	16	66,145.		62,994.	0.
2	DESK & CHAIR							
	090193	SL	7.00	16	2,001.		1,907.	0.
3	OFFICE EQUIPMENT							
	101993	SL	7.00	16	1,512.		1,476.	0.
4	VACUUM CLEANER							
	101993	SL	7.00	16	61.		61.	0.
5	FAX AND COPIER							
	101993	SL	7.00	16	1,985.		1,941.	0.
6	OFFICE EQUIPMENT							
	051994	SL	7.00	16	196.		196.	0.
7	LASERWRITER							
	091096	SL	5.00	16	1,599.		1,599.	0.
8	COMPUTER							
	102496	SL	5.00	16	1,942.		1,942.	0.
9	MONITOR							
	102996	SL	5.00	16	366.		366.	0.
10	2 NETWORKED							
	071599	SL	5.00	16	2,924.		2,924.	0.
11	SCANNER AND PRINTER							
	072099	SL	5.00	16	876.		876.	0.
12	2 COMPUTERS							
	072099	SL	5.00	16	2,924.		2,924.	0.
13	LASER PRINTER							
	061201	SL	5.00	16	731.		731.	0.
14	POWER BACKUP							
	061201	SL	5.00	16	293.		293.	0.
15	2 GATEWAY COMPUTERS							
	071402	SL	5.00	16	4,010.		4,010.	0.
16	OFFICE IMPROVEMENTS							
	050193	SL	15.00	16	16,957.		16,957.	0.
17	COMPUTER							
	052606	200DB	5.00	17	2,363.		2,363.	0.
18	COMPUTER							
	071306	200DB	5.00	17	3,281.		3,092.	189.
19	OFFICE EQUIPMENT							
	071306	200DB	5.00	17	805.		759.	46.
20	FAX/COPIER/PRINTER/SCANNER							
	071306	200DB	5.00	17	599.		565.	34.
21	DELL DESKTOP							
	042307	200DB	5.00	17	1,350.		1,272.	78.
22	2 DELL COMPUTERS							
	072307	200DB	5.00	17	2,258.		1,868.	260.
23	OFFICE EQUIPMENT							
	092307	200DB	5.00	17	1,297.		1,073.	149.
24	OFFICE EQUIPMENT							
	042308	200DB	5.00	17	1,647.		1,362.	190.
25	FIRST PEARL SOFTWARE							
	063009	SL	3.00	16	7,500.	3,750.	2,500.	1,250.
26	MACBOOK PRO 13"							
	122709	200DB	5.00	17	1,306.	653.	340.	125.
27	OFFICE EQUIPMENT							
	082309	200DB	7.00	17	742.	371.	144.	65.

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05-01-11

- Current year section 179 (D) - Asset disposed

Depreciation and Amortization Detail FORM 990-PF PAGE 1 990-PF

Asset Number	Description of property / Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
28	PEARL GRANT SOFTWARE							
	111009	SL	3.00	16	5,746.	2,873.	1,596.	958.
29	DELL SERVER							
	102909	200DB	5.00	17	868.	434.	226.	83.
30	PEARL GRANT SOFTWARE							
	081210	SL	3.00	16	3,431.		2,240.	1,144.
	* TOTAL 990-PF PG 1 DEPR							
					137,715.	8,081.	120,597.	4,571.

- Current year section 179 (D) - Asset disposed

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	30.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	30.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	117,506.	0.	117,506.
OTHER INTEREST INCOME	5,657.	0.	5,657.
US GOVT INTEREST	2,800.	0.	2,800.
TOTAL TO FM 990-PF, PART I, LN 4	125,963.	0.	125,963.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	<5,350.>	<5,350.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<5,350.>	<5,350.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	16,446.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	16,446.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	33,486.	33,486.		0.
TO FORM 990-PF, PG 1, LN 16C	33,486.	33,486.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	10,676.	0.		10,676.
PROPERTY TAXES	73.	0.		0.
FOREIGN TAXES	44.	44.		0.
EXCISE TAXES	21,725.	0.		0.
TO FORM 990-PF, PG 1, LN 18	32,518.	44.		10,676.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WEBSITE MAINTENANCE	1,653.	0.		1,653.
MISCELLANEOUS	1,931.	0.		1,931.
FEES AND LICENSES	105.	0.		105.
OFFICE SUPPLIES	2,980.	0.		2,980.
AWARDS PANEL	5,040.	0.		5,040.
POSTAGE	708.	0.		708.
GRANT PROGRAM EXPENSES	19,940.	0.		19,940.
MEMORIAL	2,408.	0.		0.
IT SUPPORT	246.	0.		246.
TO FORM 990-PF, PG 1, LN 23	35,011.	0.		32,603.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE SUPPLEMENTAL STATEMENT #1	X		127,810.	137,306.
TOTAL U.S. GOVERNMENT OBLIGATIONS			127,810.	137,306.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			127,810.	137,306.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SUPPLEMENTAL STATEMENT #1	472,834.	593,440.
TOTAL TO FORM 990-PF, PART II, LINE 10B	472,834.	593,440.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SUPPLEMENTAL STATEMENT #1	53,795.	61,737.
TOTAL TO FORM 990-PF, PART II, LINE 10C	53,795.	61,737.

FORM 990-PF MORTGAGE LOANS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE BACKED SECURITIES	24,628.	28,721.
TOTAL TO FORM 990-PF, PART II, LINE 12	24,628.	28,721.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE SUPPLEMENTAL STATEMENT #2	COST	5,205,231.	5,302,392.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,205,231.	5,302,392.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
CABINETS	66,145.	62,994.	3,151.
DESK & CHAIR	2,001.	1,907.	94.
OFFICE EQUIPMENT	1,512.	1,476.	36.
VACUUM CLEANER	61.	61.	0.
FAX AND COPIER	1,985.	1,941.	44.
OFFICE EQUIPMENT	196.	196.	0.
LASERWRITER	1,599.	1,599.	0.
COMPUTER	1,942.	1,942.	0.
MONITOR	366.	366.	0.
2 NETWORKED	2,924.	2,924.	0.
SCANNER AND PRINTER	876.	876.	0.
2 COMPUTERS	2,924.	2,924.	0.
LASER PRINTER	731.	731.	0.
POWER BACKUP	293.	293.	0.
2 GATEWAY COMPUTERS	4,010.	4,010.	0.
OFFICE IMPROVEMENTS	16,957.	16,957.	0.
COMPUTER	2,363.	2,363.	0.
COMPUTER	3,281.	3,281.	0.
OFFICE EQUIPMENT	805.	805.	0.
FAX/COPIER/PRINTER/SCANNER	599.	599.	0.
DELL DESKTOP	1,350.	1,350.	0.
2 DELL COMPUTERS	2,258.	2,128.	130.
OFFICE EQUIPMENT	1,297.	1,222.	75.
OFFICE EQUIPMENT	1,647.	1,552.	95.
FIRST PEARL SOFTWARE	7,500.	7,500.	0.
MACBOOK PRO 13"	1,306.	1,118.	188.
OFFICE EQUIPMENT	742.	580.	162.
PEARL GRANT SOFTWARE	5,746.	5,427.	319.
DELL SERVER	868.	743.	125.
PEARL GRANT SOFTWARE	3,431.	3,384.	47.
TOTAL TO FM 990-PF, PART II, LN 14	137,715.	133,249.	4,466.

FORM 990-PF | OTHER ASSETS | STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
WORKERS COMPENSATION DEPOSIT	345.	345.	345.
OTHER ASSETS	340.	0.	0.
TO FORM 990-PF, PART II, LINE 15	685.	345.	345.

FORM 990-PF | LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 | STATEMENT 15

NAME OF CONTRIBUTOR	ADDRESS
LYDA E. KUTH	P.O. BOX 382066 CAMBRIDGE, MA 02238-2066

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 16
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SEE ATTACHED SUPPLEMENTAL STATEMENT # 3

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED SUPPLEMENTAL STATEMENT # 3

ANY SUBMISSION DEADLINES

SEE ATTACHED SUPPLEMENTAL STATEMENT # 3

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE ATTACHED SUPPLEMENTAL STATEMENT # 3

GENERAL EXPLANATION
FORM AND LINE REFERENCES

STATEMENT 17

FORM/LINE IDENTIFIER

990PF, PART VII-B. Q 1A(2)

GENERAL EXPLANATION

STATEMENT 18

AMENDED TAX RETURN FILED TO CORRECT INCORRECT REPORTING OF FUNDS TRANSFERRED TO ORGANIZATION IN THE AMOUNT OF $91,691. THE BROKER TRANSFERRED FUNDS FROM THE DISQUALIFIED PERSON TO THE ORGANIZATION IN ERROR. THE TRANSFER WAS REPORTED AS A CONTRIBUTION BY THE DISQUALIFIED PERSON ON FORM 990 PF. THE BROKER SHOULD HAVE TRANSFERRED THE FUNDS FROM THE ORGANIZATION'S ACCOUNT TO ANOTHER ORGANIZATION ACCOUNT. THE ERROR WAS DISCOVERED SUBSEQUENTLY AND CORRECTED IN FYE 6/30/13. THE AMENDED TAX RETURN CORRECTS THE REPORTING OF THE TRANSFER AS A LOAN FROM THE DISQUALIFIED PERSON. THE DISQUALIFIED PERSON DID NOT REPORT THE TRANSACTION AS A CONTRIBUTION ON THEIR 2012 INDIVIDUAL TAX RETURN.

Form 990-PF Part II, Line 10a, 10b, 10c
Investment Detail

The LEF Foundation
FEIN 68-0070194
FYE 6/30/12

Line	Balance Sheet Detail	Book Value at Year End	Cost or FMV
10a	**Total US Government Obligations**	127,810	Cost
10b	**Corporate Stock**		
	3M Co	8,467	Cost
	Accenture PLC	7,865	Cost
	Air Products and Chemicals Inc	3,911	Cost
	American Express	4,277	Cost
	Apache Corp	6,504	Cost
	Apple Inc	10,282	Cost
	Aptargroup, Inc	3,683	Cost
	Auto Data Processing	6,400	Cost
	Auto Liv Inc	3,427	Cost
	Bard C R Inc	6,805	Cost
	Becton, Dickinson and Co	8,714	Cost
	BG Group Plc Adr New	6,074	Cost
	Central FD CDA LDT	75,440	Cost
	Chubb Corp	2,127	Cost
	Cincinnati Financial Corp	2,402	Cost
	Cisco Systems, Inc.	6,029	Cost
	Colgate-Palmolive Company	2,235	Cost
	Comerica	3,096	Cost
	Commerce Bankshares Inc	3,550	Cost
	Conocophillips	12,089	Cost
	Core Labs	4,892	Cost
	Costco Wholesale Corporation	3,271	Cost
	Deere & Co	1,786	Cost
	Denbury Resources	7,120	Cost
	Dentsply International Inc	2,477	Cost
	Devon Energy Corp	6,849	Cost
	Diageo PLC	3,674	Cost
	Donaldson Company Inc	3,656	Cost
	EMC Corp	2,958	Cost
	Emerson Electric Co	8,218	Cost
	Expeditors Int'l Wash Inc	4,602	Cost
	Google Inc	1,680	Cost
	Illinois Tool Works, Inc	686	Cost
	International Business Machs Corp	6,114	Cost
	Johnson & Johnson	1,298	Cost
	Johnson Controls Inc	5,298	Cost
	JP Morgan Chase	8,340	Cost
	Lincoln Elec Holdings	3,974	Cost
	Medtronic Inc	152	Cost
	Mettler-Toledo Int'l	3,605	Cost
	Microsoft Corporation	4,393	Cost
	Nestle SA	5,711	Cost
	Net APP Inc	1,888	Cost
	Newell Rubermaid Inc	11,512	Cost
	Nike Inc	4,206	Cost

Form 990-PF Part II, Line 10a, 10b, 10c
Investment Detail

The LEF Foundation
FEIN 68-0070194
FYE 6/30/12

Omnicom Group Inc	7,172	Cost
Oracle Corp	1,829	Cost
Pepsico Inc	49,558	Cost
Pepsico Inc	7,684	Cost
Phillips 66 -W/I	3,812	Cost
PNC Financial	2,609	Cost
Price T Rowe Group Inc	990	Cost
Procter and Gamble Co	8,595	Cost
Qualcomm Inc	5,809	Cost
Questar Corp	2,793	Cost
Ross Stores Inc	2,195	Cost
Sigma Aldrich Corp	5,467	Cost
State Street Corp	3,794	Cost
Stryker Corp	6,828	Cost
Sysco Corp	50,053	Cost
Sysco Corp	5,251	Cost
Time Warner Cable	3,356	Cost
U A L Corp New	-	Cost
United Parcel Service Inc	7,163	Cost
W.W. Grainger, Inc	2,393	Cost
Waters Corp	3,746	Cost
Total Corporate Stock	472,834	

10c **Corporate Bonds**

Kimberly Clark Corp 6.25%	27,294	Cost
McDonalds Corp 5.8%	26,500	Cost
Total Corporate Bonds	53,794	

Form 990-PF, Part II, Line 13
Investment Detail

The LEF Foundation
EIN 68-0070194

FYE 6/30/12

Line	Balance Sheet Detail	Book Value at Year End	Cost or FMV
13	**Mutual Funds**		
	Baird Core Plus BD Inst	240,104	Cost
	Berwyn Income Fund	335,920	Cost
	DFA Asia Pacific Small	199,047	Cost
	DFA Emerging Markets	185,096	Cost
	DFA Inflation Protected	252,906	Cost
	DFA Intl Small Company	194,203	Cost
	DFA Intl'l Value	185,460	Cost
	DFA Short Term Govt Port	238,287	Cost
	DFA Two Year Global	230,924	Cost
	DFA US Core Equity 1	549,803	Cost
	DFA US Large Cap Value	191,155	Cost
	DFA US Targeted Value	925,606	Cost
	Hussman Stragegic Total	323,556	Cost
	Permanent	307,450	Cost
	Powershares DB Agriculture	50,062	Cost
	Powershares Water	17,810	Cost
	Vanguard GNMA Fund	152,356	Cost
	Vaguard Short-Term Bond	151,099	Cost
	Vanguard Short-Term	151,078	Cost
	Vanguard Wellesley	323,309	Cost
	Total Mutual Funds	5,205,231	

Form 990 PF Part XV, Line 2a-2d

EIN 68-0070194

The LEF Foundation
Fiscal Year Ended June 30, 2012

Supplemental Statement # 3

California Focus

LEF California funds projects which include an artistic and cultural overlay, with a primary focus on work taking place in three geographic areas: California, Hawaii, and New Mexico.

After 25 years of open review funding, LEF California will no longer be accepting uninvited proposals. The Board of Directors will only be funding proactively for the time being.

New England Funding Priorites

New England Focus

The goal of LEF New England is to fund the work of independent film and video artists in the region and broaden recognition and support for their work locally and nationally.

LEF New England seeks to accomplish its mission through deeper, more focused, multi-year funding of selected film projects, and by sponsoring programs that highlight the rich history and ongoing legacy of innovation within New England's independent film community.

Consistent with the Foundation's original mission, LEF New England supports artists with an independent, creative vision whose work informs and animates the larger public conversation essential to a democracy.

LEF New England continues to be a regional funder, advocating for, and supporting, the innovative work of both emerging and established independent film and video artists. The overall purpose of LEF's philanthropic investment is to help build a more sustainable and stronger community of support for artists and their work.

Moving Image Fund Grants

The goal of LEF New England is to fund the work of independent documentary film and video artists in the region, and to broaden recognition and support for their work, both locally and nationally. It also supports programs that highlight the rich history and ongoing legacy of innovation within New England's independent film community.

LEF New England launched the Moving Image Fund (MIF) in 2002 to support new film and video work. The Moving Image Fund provides funding across all phases of production, supporting films from the early risk-taking stage, through a film's completion. In this way, MIF offers a continuum of support for selected projects, while also identifying new talent.

Through MIF, LEF New England champions work that is provocative, heartfelt, and challenging in style and substance. Since its inception, LEF's Moving Image Fund has supported over 200 independent filmmaker projects with approximately $3,500,000 in funding. The overarching goal of LEF New England's philanthropic investment is to help build a sustainable and strong community of support for artists and their work.

Guidelines

LEF invests in documentary film and video projects that demonstrate excellence in technique, originality of vision and voice, and creativity in form. The strongest proposals will be those that clearly articulate the ways in which the proposed project embodies the program's funding criteria.

Funding Criteria

Quality of cinematic form and technique

Originality of filmmaker's voice, vision, and point of view

Resonance and power of the film's core idea or story

Feasibility of production

For production and post-production projects, priority will be given to those projects that have received previous LEF funding.

Eligibility

Projects must be long format; running times of 40 minutes or more.

Primary creative personnel (director and/or producer) must reside in New England.

Priority will be given to smaller scale projects with budgets under $350,000.

Students enrolled in degree-granting programs may not apply.

Multi-channel or installation work will not be considered.

Applicants MUST have a fiscal sponsor (a nonprofit with a 501[c]3 designation from the federal government) that has agreed to manage the fiscal activity of the grant.

For prior grantees, a final report on previous LEF grant funding is required. Previous LEF grantees, please click here for important eligibility information

Pre-Production Funding

A maximum of (7) grants of $5,000 will be awarded to projects in the pre-production phase of development at one June deadline each year. Please click here for more information on how to apply.

Appropriate Use of Funds: Pre-production funds may be used for research, travel, location scouting, script or storyboard development, experimentation with shooting picture and sound, distribution planning, fundraising, creating a trailer, and schedule and budget development.

Production Funding

A maximum of (6) grants of $15,000 each will be awarded to projects in the production phase during LEF's major grants review. The deadline for Letters of Inquiry is January 25, 2013 at 5pm (please note this is an in-house deadline and not a postmark date). Click here for more information on how to apply.

Appropriate Use of Funds: Production funds may be used for shooting picture and sound, equipment costs, materials, travel, and staffing (creative, technical, or otherwise).

Post-Production Funding

A maximum of (3) grants of $25,000 each will be awarded to projects in the post-production phase during LEF's major grants review. In order to be eligible for Post-Production support, the project for which you are applying must have received previous LEF support. The deadline for Letters of Inquiry is January 25, 2013 at 5pm (please note this is an in-house deadline and not a postmark date). Click here for more information on how to apply.

Appropriate Use of Funds: Post-production funds may be used for editing costs, rights, online, sound mix, color correction, transfers and distribution strategy.

For Moving Image Fund Grantees

Congratulations on your LEF Foundation *Moving Image Fund* (*MIF*) Grant!

This page is designed to help you understand the acknowledgement and reporting requirements of your LEF grant. If you have any additional questions, please feel free to contact *MIF* Program Manager Sara Archambault.

Logo and Acknowledgements

Below, please find a downloadable version of the LEF logo in JPEG format. Any acknowledgement of support should read "LEF Moving Image Fund" and include the LEF logo. LEF requests that acknowledgement of our support appear in final credits for the film and on your project website.

Please be sure to click 'Save target as' or 'Save file' to get a high resolution copy of our logo.

LEF Logo

Final Reporting Information

Grantees in each grant category are required to file a final report, including final budget information, to LEF at the completion of the grant period (usually one year after receipt of grant). This form must be submitted to our office within 90 days of the completion of the production phase for which you applied.

Our Final Report Form is available for download below. **Please check carefully to see what additional materials are required for your grant category**. Grantees who meet all reporting requirements are eligible to apply for additional LEF funding for the project.

LEF Final Report.pdf

Budget Form

When you submit your final report, please do not make this your 'final' communication with LEF. Be sure to update us on future screenings, distribution opportunities, and other exciting news about your project!

Supplemental Statement # 3

How to Apply

The Moving Image Fund has two separate application processes, one for projects in the pre-production stage and one for production and post-production funding. See below for application materials and detailed instructions, and please be sure to read our guidelines and eligibility information before you apply.

Pre-Production Funds

Pre-Production Grants

Eligible applicants (see guidelines) may submit a proposal for a grant of up to $5,000 for pre-production activities. Applicants are strongly encouraged to contact the LEF/New England office to determine level of interest prior to submitting a proposal.

Proposal Deadline

- Friday, 7 June 2013 - 5pm
- Please note these are in-house deadlines and *not* postmark dates.
- Awards will be announced approximately 30 days after the deadline date.

Proposal Format/Content

Interested applicants should submit the LEF Application Cover Sheet and a short proposal. Please limit your proposal to (3) typewritten pages and use clear formatting that will allow reviewers to read the narrative easily. To be competitive, address the following topics in your proposal:

- **Project concept:** *What will the film explore?*
- **Aesthetic treatment and artistic voice:** *What will the film look like?*
- **Project timeline:** *Estimated schedule for development, production, and distribution.*
- **Key project personnel:** *Highlight unique qualifications of key creative personnel involved in this film.*
- **Relevance and timeliness of project.**
- **Intended audience and distribution strategies.**

Proposal Attachments

In addition to the proposal, please submit the following as attachments:

The résumés, filmographies, or short bios of key creative project personnel

A two-page summary budget for your project that indicates total costs for pre-production, production, and post-production. Within the pre-production category, highlight how LEF's $5,000 will be spent. Click here for the LEF Budget Template.

Please submit sample footage from the current project for review. The sample can include research footage, character sketches, or rough scenes. Sample work should be no longer than 10 minutes, submitted on DVD, clearly labeled with the applicant's name, the date, and the title of the work. You may also submit a completed past work for review. An annotation sheet should be included for each sample with all the following information:

title of work

date of work

length of work

shooting format

contextual information on the relevance of the sample to the current project

Proposals should be submitted to:

Sara Archambault
LEF New England
PO Box 382066
Cambridge, MA 02238-2066

Please note:

- We do not accept letters via fax or email.
- In order to apply for a LEF grant, you must have a fiscal sponsor.

Production & Post-Production Funds

Production & Post-Production Grants

The *Moving Image Fund*'s Production and Post-Production Grants have a two-part application process. Filmmakers interested in applying for project support must first submit a letter of inquiry. From these initial inquiries, a smaller pool of applicants is invited to submit a full application (instructions regarding the full application will be given at that time). Applicants are strongly encouraged to contact the LEF New England office to determine level of interest prior to submitting a letter of inquiry.

Eligible applicants may submit a Letter of Inquiry for production grants of up to $15,000 for production activities and up to $25,000 for post-production activities. Please check LEF's guidelines for eligibility status and appropriate use of funds for each phase of production.

Letter of Inquiry Deadline

- Friday, 25 January 2013 - 5:00pm
- Please note this is an in-house deadline and *not* a postmark date

Letter of Inquiry Format

Interested applicants should submit a letter of inquiry not to exceed 2 pages. Information in the letter should include:

- Name, mailing address, e-mail address and phone number of applicant.
- Start and completion date of the proposed film project.
- The legal name of your fiscal sponsor as recognized by the IRS.
- Brief description of the overall film project including the story, visual treatment, and key personnel.
- Statement addressing the significance of the proposed film project.

Additional Materials to Submit

In addition to the letter of inquiry, please submit the following attachments:

- A two-page summary budget for your project that indicates total costs for pre-production, production, and post production. For production applicants, please highlight how LEF's $15,000 will be spent in the production category. For post-production applicants, please highlight how LEF's $25,000 will be spent in the post-production category. Click here for the LEF Budge Template.

- In the summary budget, note to date anticipated expenses and sources of income as follows:
    - Contributions
    - Earned Income
    - In-kind donations
- Please submit sample footage **from the current project**. Sample work should be no longer than 10 minutes, submitted on DVD, and be **clearly labeled** with the applicant's name and the title of the work. You may also submit a completed-previous work for review if relevant to the style or execution of the current project. An annotation sheet should be included with the following:
    - title of work
    - date of work
    - length of work
    - how work was shot
    - any contextual information helpful in understanding why the sample is included.
- **Note for Post-Production Applicants (only applies to Post-Production):** If you are invited to submit a full proposal, you will be asked to submit a 20 minute sample at that time.

Letter of Inquiry materials should be submitted to:

Sara Archambault
LEF New England
PO Box 382066
Cambridge, MA 02238-2066

Please note:

- We do not accept letters via fax or email
- In order to apply for a LEF grant, you must have a fiscal sponsor.

Deadlines

Production & Post-Production Letter of Inquiry Deadline

- Friday, 25 January 2013

Pre-Production Proposal Deadline

- Friday, 7 June 2013

These are not post-mark deadlines. Proposals must be in the LEF office by 5pm.

● If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

● If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE LEF FOUNDATION	Employer identification number (EIN) or [X] 68-0070194
	Number, street, and room or suite no If a P.O. box, see instructions 2422 DEBBIE WAY	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CALISTOGA, CA 94515	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

● The books are in the care of ▶ LYDA E. KUTH 2422 DEBBIE WAY - CALISTOGA, CA 94515

Telephone No ▶ 707-644-6575 FAX No ▶

● If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

● If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until MAY 15, 2013

5 For calendar year ______ , or other tax year beginning JUL 1, 2011 , and ending JUN 30, 2012

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO GATHER THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 3,951.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 11,440.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA Date ▶

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