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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 09-01-2011 , and ending 08-31-2012

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
THE LEIGHTY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 37

City or town, state, and ZIP code
CASCADE, CO 80809

A Employer identification number
42-1264476

B Telephone number (see page 10 of the instructions)
(719) 684-9739

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 5,890,052

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	60,540			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	102	102		
	4 Dividends and interest from securities.	141,516	141,516		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	28,256			
	b Gross sales price for all assets on line 6a <u>901,104</u>				
	7 Capital gain net income (from Part IV , line 2)		28,985		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	230,414	170,603		
	13 Compensation of officers, directors, trustees, etc	36,000	1,800		34,900
	14 Other employee salaries and wages	18,032			18,032
	15 Pension plans, employee benefits	4,133	207		3,926
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule). 	3,325			3,325
	c Other professional fees (attach schedule) 	24,258	24,258		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) 	2,305			
	19 Depreciation (attach schedule) and depletion . . . 	1,810			
	20 Occupancy	6,220	124		6,096
	21 Travel, conferences, and meetings	41,929	2,096		39,833
	22 Printing and publications	551			551
	23 Other expenses (attach schedule). 	13,208	660		12,548
	24 Total operating and administrative expenses. Add lines 13 through 23	151,771	29,145		119,211
	25 Contributions, gifts, grants paid	293,750			293,750
	26 Total expenses and disbursements. Add lines 24 and 25	445,521	29,145		412,961
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-215,107			
	b Net investment income (if negative, enter -0-)		141,458		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	90,198	47,283	47,283
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	286,863	☒ 291,586	292,549
	b	Investments—corporate stock (attach schedule)	3,834,035	☒ 3,696,886	4,639,507
	c	Investments—corporate bonds (attach schedule).	818,988	☒ 781,033	860,713
	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 ▶ _____ 69,758 Less accumulated depreciation (attach schedule) ▶ _____ 39,741	103,020	☒ 30,017	50,000
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,133,104	4,846,805	5,890,052

Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	

Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	5,133,104	4,846,805	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	5,133,104	4,846,805	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,133,104	4,846,805	

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	5,133,104
2	Enter amount from Part I, line 27a	2	-215,107
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	4,917,997
5	Decreases not included in line 2 (itemize) ▶ _____ ☒	5	71,192
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,846,805

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)		
1a						
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (loss) (e) plus (f) minus (g)	
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a						
b						
c						
d						
e						
2		Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	28,985
3		Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }			3	

Part V

Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))		
2010	407,325	5,920,753	0 068796		
2009	434,980	5,639,339	0 077133		
2008	405,369	5,303,201	0 076439		
2007	410,763	6,827,904	0 060159		
2006	331,969	6,904,532	0 048080		
2 Total of line 1, column (d).				2	0 330607
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 066121
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.				4	5,690,302
5 Multiply line 4 by line 3.				5	376,248
6 Enter 1% of net investment income (1% of Part I, line 27b).				6	1,415
7 Add lines 5 and 6.				7	377,663
8 Enter qualifying distributions from Part XII, line 4.				8	412,961

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See
the Part VI instructions on page 18

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1				
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,415	
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2		
3		Add lines 1 and 2.		3	1,415	
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	1,415	
6		Credits/Payments				
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,000		
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	2,000	
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	1	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9		
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	584	
11		Enter the amount of line 10 to be Credited to 2012 estimated tax	584	Refunded	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either - By language in the governing instrument, or - By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW LEIGHTYFOUNDATION ORG	13	Yes	
14	The books are in care of JOHN SPEAS COMMUNITY NATIONAL BANK Telephone no (319) 291-2000 Located at PO BOX 1288 WATERLOO IA ZIP+4 50704			
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				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		No
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		
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? If "Yes," list the years 20____, 20____, 20____, 20____ ☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

Part VII-B

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	☐ Yes	☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
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?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
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 VOLUNTEER ENGAGEMENT AND PROMOTION OF PHILANTHROPY THE FOUNDATION EMPLOYS A STRATEGY THAT INCLUDES LEADERSHIP AND INVOLVEMENT IN ORGANIZATIONS AT THE LOCAL, REGIONAL AND NATIONAL LEVELS. LOCAL WORK INCLUDES LEADERSHIP OF COMMUNITY FOUNDATION AND FUNDER NETWORK, CAPACITY BUILDING INITIATIVES AND CONSULTATIONS WITH INDIVIDUAL DONORS AND FOUNDATIONS. REGIONAL WORK INCLUDES ASSISTANCE WITH THE CREATION AND GROWTH OF COLORADO ASSOCIATION OF FUNDERS (CAF) AS WELL AS CONSULTATIONS WITH FAMILY FOUNDATIONS AND DONOR FUNDS. NATIONAL INVOLVEMENT INCLUDES SERVING ON BOARDS, STRATEGIC PLANNING TASK FORCES, TRAINING TEAMS, AND NATIONAL CONFERENCE PLANNING AND ADVISORY COMMITTEES AS WELL AS CONTRIBUTING TO EDUCATIONAL PUBLICATIONS FOR THE FIELD. ORGANIZATIONS INCLUDE THE COUNCIL ON FOUNDATIONS, ASSOCIATION FOR SMALL FOUNDATIONS, WOMEN'S PHILANTHROPY INSTITUTE DEPARTMENT OF THE INDIANA UNIVERSITY CENTER ON PHILANTHROPY, NATIONAL CENTER FOR FAMILY PHILANTHROPY, INDEPENDENT SECTOR, PHILANTHROPISTS FOR	33,335
2 EARTH PROTECTION THE FOUNDATION CONDUCTS AND SPONSORS RESEARCH WITH A FOCUS ON RENEWABLE SOURCE ENERGY AND INFRASTRUCTURE. THE FOUNDATION PARTICIPATES IN, PRESENTS AT, AND HAS PAPERS PUBLISHED IN THE PROCEEDINGS OF REGIONAL, NATIONAL AND INTERNATIONAL ENERGY CONFERENCES	24,314
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	5,663,401
b	Average of monthly cash balances.	1b	113,555
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,776,956
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	5,776,956
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	86,654
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,690,302
6	Minimum investment return. Enter 5% of line 5.	6	284,515

Part XI

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

1	Minimum investment return from Part X, line 6.	1	284,515
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	1,415
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,415
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	283,100
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	283,100
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	283,100

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	412,961
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	412,961
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	1,415
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	411,546
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				283,100
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				44,635
d From 2009.				155,347
e From 2010.				113,253
f Total of lines 3a through e.	313,235			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 412,961				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2011 distributable amount.				283,100
e Remaining amount distributed out of corpus	129,861			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	443,096			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	443,096			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				44,635
c Excess from 2009. . . .				155,347
d Excess from 2010. . . .				113,253
e Excess from 2011. . . .				129,861

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

H D LEIGHTY

b

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

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

JANE JUSTIS
PO BOX 37
CASCADE,CO 80809
(719) 684-9739

b

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

APPLICANTS ARE TO SUBMIT A ONE PAGE LETTER TO THE LEIGHTY FOUNDATION INCLUDING THE FOLLOWING INFORMATION THE MISSION OF THE APPLICANT ORGANIZATION, THE SPECIFIC NEED (S) TO BE ADDRESSED, THE INTENDED OUTCOME OF THE ENDEAVOR AND THE SIZE OF THE GRANT REQUESTED

c

Any submission deadlines

NONE

d

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

PRIMARY AREAS OF INTEREST ARE EARTH PROTECTION, VOLUNTEER ENGAGEMENT, PROMOTION OF PHILANTHROPY, AND EDUCATION AWARDS ARE ONLY MADE TO IRS QUALIFIED CHARITIES

Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE ATTACHED DETAIL SEE ATTACHED DETAIL SEE ATTACHED DETAIL, CO 80915	SCHEDULED	SCHEDULED	SCHEDULED	293,750
Total  3a				293,750
b <i>Approved for future payment</i>				
Total  3b				

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	102	
4 Dividends and interest from securities.			14	141,516	
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	28,256	
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).				169,874	
13 Total. Add line 12, columns (b), (d), and (e).					169,874

[illegible]

Part XVII

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

[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	
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge					
***** Signature of officer or trustee			2013-01-10 Date		***** Title
Paid Preparer's Use Only	Preparer's Signature  JOHN J BURNS		Date 2013-01-10		Check if self-employed  ☒
	Firm's name 		CARNEY ALEXANDER MAROLD & CO LLP PO BOX 1290		Firm's EIN  Phone no (319) 233-3318
	Firm's address 		WATERLOO, IA 507041290		

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☒ No

Additional Data

Software ID:
Software Version:
EIN: 42-1264476
Name: THE LEIGHTY FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 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
H D LEIGHTY  PO BOX 37 CASCADE, CO 808090037	PRESIDENT/DI 2 00	0	0	0
JANE JUSTIS  PO BOX 37 CASCADE, CO 808090037	EXEC DIR /D 35 00	36,000	0	0
WILLIAM LEIGHTY  PO BOX 37 CASCADE, CO 808090037	VICE PRESIDE 30 00	0	0	0
ROBERT JUSTIS  PO BOX 37 CASCADE, CO 808090037	DIRECTOR 3 00	0	0	0
NANCY WATERMAN  PO BOX 37 CASCADE, CO 808090037	SECY /TREAS 8 00	0	0	0
RYAN JUSTIS  PO BOX 37 CASCADE, CO 808090037	DIRECTOR 3 00	0	0	0
HEIDI REIFENSTEIN  PO BOX 37 CASCADE, CO 808090037	DIRECTOR 1 00	0	0	0
WAYNE LEIGHTY  PO BOX 37 CASCADE, CO 808090037	DIRECTOR 1 00	0	0	0

Form

4562

Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2011

Attachment
Sequence No 179

Department of the Treasury
Internal Revenue Service (99)

See separate instructions. Attach to your tax return.

Name(s) shown on return THE LEIGHTY FOUNDATION	Business or activity to which this form relates INDIRECT DEPRECIATION	Identifying number 42-1264476
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Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	500,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost	
7 Listed property Enter the amount from line 29	7		
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9 Tentative deduction Enter the smaller of line 5 or line 8	9		
10 Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10		
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13 Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A		
17 MACRS deductions for assets placed in service in tax years beginning before 2011	17	3,678
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	3,678
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No						24b If "Yes," is the evidence written? ☐ Yes ☐ No			
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost	
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25		
26 Property used more than 50% in a qualified business use									
		%							
		%							
		%							
27 Property used 50% or less in a qualified business use									
		%				S/L -			
		%				S/L -			
		%				S/L -			
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28			
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29		

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2011 tax year (see instructions)					
43 Amortization of costs that began before your 2011 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

TY 2011 Accounting Fees Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	3,325			3,325

TY 2011 Compensation Explanation**Name:** THE LEIGHTY FOUNDATION**EIN:** 42-1264476

Person Name	Explanation
H D LEIGHTY	
JANE JUSTIS	
WILLIAM LEIGHTY	
ROBERT JUSTIS	
NANCY WATERMAN	
RYAN JUSTIS	
HEIDI REIFENSTEIN	
WAYNE LEIGHTY	

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

TY 2011 Depreciation Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
SHELTER HOUSE, MACOMB, IL	1996-05-01	139,000	54,799	S/L	39 0000	1,695			
FURNACE	1998-01-08	1,950	1,779	150DB	15 0000	115			

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

TY 2011 Gain/Loss from Sale of Other Assets Schedule

Name: THE LEIGHTY FOUNDATION
EIN: 42-1264476

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
475 SHS ABBOTT LABORATORIES	2007-07	PURCHASE	2011-09		24,842	25,712			-870	
150 SHS ABBOTT LABORATORIES	2007-08	PURCHASE	2011-09		7,845	7,867			-22	
250 SHS DOVER CORP	2011-10	PURCHASE	2011-09		13,357	13,487			-130	
500 SHS HOME DEPOT	2008-10	PURCHASE	2011-09		16,345	12,744			3,601	
420 SHS MEDCO HEALTH SOLUTIONS	2008-07	PURCHASE	2011-09		22,667	20,428			2,239	
175 SHS OCCIDENTAL PETROLEUM CORP	2011-03	PURCHASE	2011-09		14,763	17,102			-2,339	
700 SHS SUNTRUST BANK	2011-01	PURCHASE	2011-09		13,762	21,196			-7,434	
225 SHS SUNTRUST BANK	2011-01	PURCHASE	2011-09		4,423	6,646			-2,223	
695 642 SHS NUVEEN CORE BOND FUND	2003-08	PURCHASE	2011-09		7,965	7,826			139	
1,400 428 SHS NUVEEN CORE BOND FUND	2003-12	PURCHASE	2011-09		16,035	15,727			308	
4,903 943 SHS NUVEEN SHORT TERM BOND	2010-05	PURCHASE	2011-09		48,500	49,088			-588	
150 SHS 3M CO	2004-05	PURCHASE	2011-09		11,585	13,075			-1,490	
25 SHS 3M CO	2004-09	PURCHASE	2011-09		1,931	2,100			-169	
864 714 SHS AMERICAN EUROPACIFIC GRW	2009-09	PURCHASE	2011-09		31,744	26,869			4,875	
2,601 84 SHS NUVEEN INFLATION PRO SE	2004-12	PURCHASE	2011-09		29,869	26,070			3,799	
3,873 031 SHS NUVEEN INFLATION PRO S	2004-12	PURCHASE	2011-09		44,462	39,350			5,112	
150 SHS MICROSOFT CORP		PURCHASE	2011-09		3,965	4,872			-907	
300 SHS MICROSOFT CORP	2005-09	PURCHASE	2011-09		7,929	8,049			-120	
175 SHS WHIRLPOOL CORP	2010-10	PURCHASE	2011-09		9,446	14,540			-5,094	
240 SHS HOLLYFRONTIER CORP	2011-07	PURCHASE	2011-09		7,853	7,039			814	
437 SHS GENERAL MILLS INC	2011-05	PURCHASE	2012-02		16,746	17,125			-379	
459 031 SHS ARIEL APPRECIATION FUND		PURCHASE	2012-04		20,110	16,264			3,846	
275 SHS CAPITAL ONE FINANCIAL	2011-07	PURCHASE	2012-05		15,367	14,831			536	
225 SHS ENERGIZER HOLDINGS INC	2010-10	PURCHASE	2012-05		16,112	16,881			-769	
100 SHS QUALCOMM INC	2004-04	PURCHASE	2012-05		6,420	3,427			2,993	
150 SHS VMWARE INC	2011-07	PURCHASE	2012-05		16,780	15,544			1,236	
Q WEST LITIGATION PROCEEDS		PURCHASE	2012-05		29				29	
85 SHS GOLDMAN SACHS GROUP	2006-01	PURCHASE	2012-05		8,152	10,804			-2,652	
25 SHS GOLDMAN SACHS GROUP	2010-04	PURCHASE	2012-05		2,398	4,498			-2,100	
25 SHS GOLDMAN SACHS GROUP	2011-03	PURCHASE	2012-05		2,398	4,108			-1,710	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
125 SHS PHILLIPS 66	2012-05	PURCHASE	2012-05		3,894	2,184			1,710	
395 SHS JP MORGAN CHASE CO	2007-12	PURCHASE	2012-06		14,176	17,660			-3,484	
175 SHS JP MORGAN CHASE CO	2008-02	PURCHASE	2012-06		6,280	8,148			-1,868	
80 SHS JP MORGAN CHASE CO	2010-07	PURCHASE	2012-06		2,871	2,920			-49	
1,000 SHS ORACLE CORPORATION	2007-01	PURCHASE	2012-06		27,979	17,120			10,859	
800 SHS INTEL CORP	2006-08	PURCHASE	2012-07		20,800	14,456			6,344	
200 SHS INTEL CORP	2010-03	PURCHASE	2012-07		5,200	4,157			1,043	
200 SHS INTEL CORP	2010-07	PURCHASE	2012-07		5,200	3,909			1,291	
ENRON SECURITY LITIGATION PROCEEDS		PURCHASE	2012-07		1,800				1,800	
175 SHS ALLERGAN INC	2011-07	PURCHASE	2012-08		14,838	14,791			47	
200 SHS DISNEY WALT CO	2008-05	PURCHASE	2012-08		9,906	6,884			3,022	
50 SHS TARGET CORPORATION	2010-01	PURCHASE	2012-08		3,213	2,428			785	
5,050 505 SHS FIDELITY FLOATING RATE	2011-02	PURCHASE	2011-10		47,374	50,000			-2,626	
6 762 SHS FIDELITY FLOATING RATE	2011-03	PURCHASE	2011-10		63	67			-4	
10 64 SHS FIDELITY FLOATING RATE	2011-04	PURCHASE	2011-10		99	105			-6	
10 641 SHS FIDELITY FLOATING RATE	2011-05	PURCHASE	2011-10		100	105			-5	
11 468 SHS FIDELITY FLOATING RATE	2011-06	PURCHASE	2011-10		108	113			-5	
11 409 SHS FIDELITY FLOATING RATE	2011-07	PURCHASE	2011-10		107	112			-5	
11 915 SHS FIDELITY FLOATING RATE	2011-08	PURCHASE	2011-10		112	117			-5	
13 568 SHS FIDELITY FLOATING RATE	2011-09	PURCHASE	2011-10		127	128			-1	
13 414 SHS FIDELITY FLOATING RATE	2011-10	PURCHASE	2011-10		126	127			-1	
35,000 PV DAYTON HUDSON (TARGET)	2003-10	PURCHASE	2012-01		35,000	35,000				
6 938 SHS PIMCO TOTAL RETURN FUND		PURCHASE	2012-02		77	75			2	
30,000 PV FFCB 6% 6/21/17	2008-01	PURCHASE	2012-06		30,000	31,109			-1,109	
375 SHS BEST BUY	2004-02	PURCHASE	2012-06		7,246	12,750			-5,504	
1,042 39 SHS VANGUARD INFLATION PRO	2011-11	PURCHASE	2012-06		30,000	29,281			719	
834 725 SHS PAX WORLD BALANCED FUND	2005-09	PURCHASE	2012-07		18,489	20,000			-1,511	
18 81 SHS PAX WORLD BALANCED FUND	2005-12	PURCHASE	2012-07		417	449			-32	
1,403 801 SHS PAX WORLD BALANCED FD	2006-03	PURCHASE	2012-07		31,094	34,646			-3,552	
34 412 SHS VANGUARD INFLATION PROTEC	2011-11	PURCHASE	2012-07		1,000	967			33	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
171 35 SHS VANGUARD INFLATION PROTEC	2011-11	PURCHASE	2012-07		5,000	4,813			187	
25 59 SHS ARIEL APPRECIATION FUND		PURCHASE	2012-08		1,059	1,258			-199	
103 908 SHS ARIEL APPRECIATION FUND	2006-11	PURCHASE	2012-08		4,302	4,996			-694	
0 684 SHS ARIEL APPRECIATION FUND	2007-01	PURCHASE	2012-08		28	33			-5	
232 137 SHS ARIEL APPRECIATION FUND	2007-03	PURCHASE	2012-08		9,611	11,416			-1,805	
1,141 878 SHS T ROWE PRICE SMALL CP	2002-08	PURCHASE	2012-08		40,000	29,011			10,989	
400 SHS EXELIS INC	2005-03	PURCHASE	2012-08		4,261	4,237			24	
400 SHS XYLEM INC	2005-03	PURCHASE	2012-08		9,718	10,502			-784	
500 SHS BANK OF AMERICA CORP COM	2004-02	PURCHASE	2012-08		4,046	20,475			-16,429	
200 SHS LEGG MASON INC	2005-03	PURCHASE	2012-08		5,100	16,762			-11,662	
300 SHS PNC BANK CORP	2002-08	PURCHASE	2012-08		18,557	6,973			11,584	
500 SHS WESTERN UNION COMPANY	2006-09	PURCHASE	2012-08		8,941	9,295			-354	

**TY 2011 Investments Corporate
Bonds Schedule****Name:** THE LEIGHTY FOUNDATION**EIN:** 42-1264476

Name of Bond	End of Year Book Value	End of Year Fair Market Value
US BANK - CORPORATE BONDS	401,733	437,378
CNB - CORPORATE BONDS	379,300	423,335

TY 2011 Investments Corporate Stock Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Name of Stock	End of Year Book Value	End of Year Fair Market Value
US BANK - CORPORATE STOCK	2,212,354	2,614,121
CNB - CORPORATE STOCK	1,484,532	2,025,386

**TY 2011 Investments Government
Obligations Schedule****Name:** THE LEIGHTY FOUNDATION**EIN:** 42-1264476**US Government Securities - End of
Year Book Value:**

291,586

**US Government Securities - End of
Year Fair Market Value:**

292,549

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2011 Land, Etc. Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
	69,758	39,741	30,017	50,000

TY 2011 Other Decreases Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Description	Amount
REDUCTION OF BUILDING BASIS TO REFLECT BOOK BASIS	71,192

TY 2011 Other Expenses Schedule**Name:** THE LEIGHTY FOUNDATION**EIN:** 42-1264476

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
DUES AND SUBSCRIPTIONS	5,939	297		5,642
OFFICE EQUIPMENT	1,638	82		1,556
OFFICE SUPPLIES	2,490	124		2,366
PAYROLL PREPARATION	685	34		651
POSTAGE	685	34		651
MISCELLANEOUS	1,771	89		1,682

TY 2011 Other Professional Fees Schedule**Name:** THE LEIGHTY FOUNDATION**EIN:** 42-1264476

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT SERVICES -	8,820	8,820		
INVESTMENT MANAGEMENT SERVICES -	14,680	14,680		
CONSULTING FEES	758	758		

TY 2011 Taxes Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
08-31-11 990-PF TAX	305			
08-31-12 990-PF TAX ESTIMATES	2,000			