



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



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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 10/01, 2011, and ending 9/30, 2012

LEO/BYE FOUNDATION
29482 WARMSPRINGS DRIVE
MENIFEE, CA 92584-7741

- A** Employer identification number
95-3357265
- B** Telephone number (see the instructions)
(951) 301-6854
- 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

- G** Check all that apply:
- | | |
|---|--|
| <input type="checkbox"/> Initial return | <input type="checkbox"/> Initial Return of a former public charity |
| <input type="checkbox"/> Final return | <input type="checkbox"/> Amended return |
| <input type="checkbox"/> Address change | <input type="checkbox"/> Name change |

- 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, column (c), line 16)
\$ 130,652.
- J** Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
--	------------------------------------	---------------------------	-------------------------	---

1 Contributions, gifts, grants, etc. received (att sch)				
2 Cl <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	3,812.	3,812.	3,812.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	6,706.			
b Gross sales price for all assets on line 6a	58,933.			
7 Capital gain net income (from Part IV, line 2)		6,706.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	10,518.	10,518.	3,812.	

13 Compensation of officers, directors, trustees, etc.	7,600.			7,600.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 1	1,622.			1,622.
c Other prof fees (attach sch) SEE ST 2	2,919.	2,919.		2,919.
17 Interest				
18 Taxes (attach schedule) SEE STM 3	68.			68.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 4	379.			379.
24 Total operating and administrative expenses. Add lines 13 through 23	12,588.	2,919.		12,588.
25 Contributions, gifts, grants paid PART XV	6,390.			6,390.
26 Total expenses and disbursements. Add lines 24 and 25	18,978.	2,919.	0.	18,978.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-8,460.			
b Net investment income (if negative, enter -0-)		7,599.		
c Adjusted net income (if negative, enter -0-)			3,812.	

SCANNED FEB 20 2013 ADMINISTRATIVE AND EXPENSES

RECEIVED
FEB 04 2013
OGDEN, UT
IRS-OSC

24

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	2,681.	2,621.	2,621.
	2 Savings and temporary cash investments	8,814.	1,683.	1,683.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	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)	14,471.	15,366.	16,791.
	b Investments – corporate stock (attach schedule)	75,198.	70,979.	84,819.
	c Investments – corporate bonds (attach schedule)	22,236.	24,291.	24,738.
	11 Investments – land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	123,400.	114,940.	130,652.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSET BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>		
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>		
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	123,400.	114,940.	
30 Total net assets or fund balances (see instructions)	123,400.	114,940.		
31 Total liabilities and net assets/fund balances (see instructions)	123,400.	114,940.		

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	123,400.
2 Enter amount from Part I, line 27a	2	-8,460.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	114,940.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	114,940.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 5				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		<input type="checkbox"/> If gain, also enter in Part I, line 7 <input type="checkbox"/> If (loss), enter -0- in Part I, line 7		2 6,706.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).		<input type="checkbox"/> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- <input type="checkbox"/> in Part I, line 8		3 -1,242.

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries				
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))	
2010	19,227.	135,522.	0.141874	
2009	18,395.	150,209.	0.122463	
2008	20,556.	160,736.	0.127887	
2007	21,623.	187,207.	0.115503	
2006	22,638.	207,649.	0.109021	
2 Total of line 1, column (d)			2	0.616748
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	0.123350
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4	126,304.
5 Multiply line 4 by line 3			5	15,580.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	76.
7 Add lines 5 and 6			7	15,656.
8 Enter qualifying distributions from Part XII, line 4			8	18,978.

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	76.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	76.
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	76.
6	Credits/Payments:		
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	
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	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	76.
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 <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
1 b		X
1 c		X
2		X
3		X
4 a		X
4 b	N/A	
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address
14 The books are in care of CHARLES BYE Telephone no. (951) 301-6854 Located at 29482 WARMSPRINGS DRIVE, MENIFEE, CA ZIP + 4 92584-7741
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
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?

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
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?
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
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)
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?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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? Yes No

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No N/A

5b	N/A	
6b		X
7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHARLES BYE 29482 WARMSPRINGS DRIVE MENIFEE, CA 92584-7741	PRESIDENT 2.00	4,300.	0.	0.
THOMAS LEO 2040 MEADOWLARK LANE OAKLEY, CA 94561	VICE PRESIDE 2.00	3,300.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

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

Part IX-A Summary of Direct Charitable Activities

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

2	

3	

4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	

2	

All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3	0.

BAA

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	120,326.
b	Average of monthly cash balances	1b	7,901.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	128,227.
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	128,227.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,923.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	126,304.
6	Minimum investment return. Enter 5% of line 5	6	6,315.

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	6,315.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	76.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	76.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,239.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	6,239.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6,239.

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	18,978.
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	18,978.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	76.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	18,902.

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				6,239.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2011.				
a From 2006	12,492.			
b From 2007	12,449.			
c From 2008	12,557.			
d From 2009	11,081.			
e From 2010	12,517.			
f Total of lines 3a through e	61,096.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 18,978.				
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				6,239.
e Remaining amount distributed out of corpus	12,739.			
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	73,835.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	12,492.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	61,343.			
10 Analysis of line 9:				
a Excess from 2007	12,449.			
b Excess from 2008	12,557.			
c Excess from 2009	11,081.			
d Excess from 2010	12,517.			
e Excess from 2011	12,739.			

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				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 organization had \$5,000 or more in assets at any time during the year — see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))
NONE

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 6

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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 SEE STATEMENT 7				
Total				▶ 3a 6,390.
b Approved for future payment				
Total				▶ 3b

LEO/BYE FOUNDATION

95-3357265

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 1,622.			\$ 1,622.
TOTAL	\$ 1,622.	\$ 0.	\$ 0.	\$ 1,622.

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	\$ 2,049.	\$ 2,049.		\$ 2,049.
TRUSTEE FEES	870.	870.		870.
TOTAL	\$ 2,919.	\$ 2,919.	\$ 0.	\$ 2,919.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX	\$ 33.			\$ 33.
FILING FEES	35.			35.
TOTAL	\$ 68.	\$ 0.	\$ 0.	\$ 68.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	\$ 80.			\$ 80.
SUPPLIES	299.			299.
TOTAL	\$ 379.	\$ 0.	\$ 0.	\$ 379.

LEO/BYE FOUNDATION

95-3357265

STATEMENT 5
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	250 SOUTHWEST AIRLINES	PURCHASED	12/28/2010	10/13/2011
2	2000 CITIGROUP SR NTS	PURCHASED	10/11/2007	10/20/2011
3	50 ABBOT LABS	PURCHASED	8/12/2009	11/01/2011
4	1000 BK OF NOVA SCOTIA	PURCHASED	4/28/2011	11/18/2011
5	50 ARCHER DANIELS MIDLAND	PURCHASED	5/11/2010	12/01/2011
6	50 INTEL CORP	PURCHASED	3/19/2001	12/01/2011
7	100 CHESAPEAKE ENERGY	PURCHASED	12/05/2008	1/09/2012
8	1000 U S TREAS NTS	PURCHASED	2/24/2010	2/01/2012
9	2000 U S TREAS NTS	PURCHASED	10/28/2010	2/01/2012
10	3000 HOUSERHOLD FINANCE	PURCHASED	4/01/2009	2/01/2012
11	2000 BK OF NOVA SCOTIA	PURCHASED	11/15/2011	2/09/2012
12	75 HALLIBURTON	PURCHASED	11/10/2010	2/10/2012
13	50 DOW CHEMICAL	PURCHASED	8/10/2011	3/02/2012
14	25 ILLINOIS TOOL WORKS INC	PURCHASED	8/10/2011	3/02/2012
15	50 JABIL CIRCUIT INC	PURCHASED	8/18/2010	3/02/2012
16	50 RESMED INC	PURCHASED	5/31/2007	3/02/2012
17	50 TAIWAN SEMICONDUCTOR	PURCHASED	8/10/2007	3/02/2012
18	3000 MERRILL LYNCH	PURCHASED	10/26/2009	3/14/2012
19	2000 U S TREAS NTS	PURCHASED	2/24/2010	3/21/2012
20	150 TAIWAN SEMICONDUCTOR	PURCHASED	8/10/2007	4/09/2012
21	50 INTEL CORP	PURCHASED	3/19/2001	4/12/2012
22	25 INTEL CORP	PURCHASED	1/14/2011	4/12/2012
23	50 PROCTOR & GAMBLE	PURCHASED	12/08/1993	4/13/2012
24	2000 ANHEAUSER BDS	PURCHASED	5/12/2011	4/17/2012
25	50 DOW CHEMICAL	PURCHASED	8/10/2011	6/04/2012
26	2000 U S TREAS NTS	PURCHASED	3/21/2012	6/08/2012
27	50 NAVISTAR INTL CORP	PURCHASED	10/14/2011	7/05/2012
28	50 DISNEY COMPANY	PURCHASED	6/23/2005	7/16/2012
29	2000 WESTPAC BKG CORP	PURCHASED	2/01/2012	8/22/2012
30	25 UNITED PARCEL SERVICE	PURCHASED	5/30/2007	9/05/2012
31	2187.66 U S TREAS NTS	PURCHASED	2/01/2012	9/24/2012

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	1,943.		3,277.	-1,334.				\$ -1,334.
2	2,051.		1,996.	55.				55.
3	2,698.		2,203.	495.				495.
4	1,031.		1,024.	7.				7.
5	1,409.		1,348.	61.				61.
6	1,145.		1,352.	-207.				-207.
7	2,361.		1,131.	1,230.				1,230.
8	1,012.		999.	13.				13.
9	2,025.		2,043.	-18.				-18.
10	3,048.		2,939.	109.				109.
11	2,127.		2,117.	10.				10.
12	2,713.		2,429.	284.				284.
13	1,676.		1,442.	234.				234.
14	1,364.		1,077.	287.				287.
15	1,278.		585.	693.				693.
16	1,471.		1,125.	346.				346.
17	703.		490.	213.				213.
18	3,079.		3,129.	-50.				-50.
19	2,020.		1,998.	22.				22.
20	2,245.		1,470.	775.				775.

LEO/BYE FOUNDATION

95-3357265

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
21	1,416.		1,352.	64.				\$ 64.
22	708.		536.	172.				172.
23	3,305.		717.	2,588.				2,588.
24	2,224.		2,227.	-3.				-3.
25	1,510.		1,442.	68.				68.
26	2,076.		1,947.	129.				129.
27	1,429.		2,175.	-746.				-746.
28	2,393.		1,318.	1,075.				1,075.
29	2,100.		2,051.	49.				49.
30	1,812.		1,784.	28.				28.
31	2,561.		2,504.	57.				57.
							TOTAL	\$ 6,706.

STATEMENT 6
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
NAME: CHARLES BYE
CARE OF: THE LEO/BYE FOUNDATION
STREET ADDRESS: 29482 WARMSPRINGS DRIVE
CITY, STATE, ZIP CODE: MENIFEE, CA 92584-7741
TELEPHONE: (951) 301-6854
FORM AND CONTENT: PROFILE OF THE 501(C)(3) CHARITY TO BE CONSIDERED
SUBMISSION DEADLINES: NONE
RESTRICTIONS ON AWARDS: NONE

STATEMENT 7
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
TRADITIONAL VALUES 100 S ANAHEIM BOULEVARD ANAHEIM, CA 92805		PUBLIC	COMMUNITY OUTREACH	\$ 1,000.
LEUKEMIA SOCIETY FILE 30554, P.O.BOX 60000 SAN FRANCISCO, CA 94160		PUBLIC	HEALTH RESEARCH	300.

LEO/BYE FOUNDATION

95-3357265

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
EXCEED 1285 N. SANTA FE HEMET, CA 92543		PUBLIC	HEALTH SERVICES	\$ 800.
DELTA DIVISION DEMOLAY 11404 ALVARADO ROAD OAKDALE, CA 95361		PUBLIC	COMMUNITY DEVELOPMENT	1,000.
MENIFEE COMMUNITY FUND PO BOX 394 SUN CITY, CA 92586		PUBLIC	COMMUNITY DEVELOPMENT	500.
HEART FOR CHILDREN PO BOX 1922 TEMECULA, CA 92593		PUBLIC	ASSIST THE POOR	540.
BIRDIES FOR BREAD 32552 BEGAMO CT TEMECULA, CA 92592		PUBLIC	COMMUNITY DEVELOPMENT	500.
CONFEDERATE AIR FORCE OAKLAND INT'L AIRPORT, PO BOX 6056 OAKLAND, CA 94603		PUBLIC	COMMUNITY DEVELOPMENT	550.
OAKGROVE CENTER 24275 JEFFERSON AVENUE MURRIETA, CA 92562		PUBLIC	COMMUNITY OUTREACH	1,200.
			TOTAL \$	<u>6,390.</u>

LEO/BYE FOUNDATION

95-3357265

LEO/BYE FOUNDATION
FORM 990-PF
YEAR ENDED SEPTEMBER 30, 2012

SCHEDULE 1
PART II; LINE 10A - INVESTMENTS - U.S. & STATE GOVERNMENT OBLIGATIONS

AMOUNT OF SHARES	DESCRIPTION	BOOK VALUE	MARKET VALUE
2,000	UNITED STATES TREAS NOTE (5/31/2013)	\$ 2,005	\$ 2,004
5,000	UNITED STATES TREAS BDS (11/15/2016)	6,291	6,431
2,187.3	UNITED STATES TREAS NFL IX NTS (1/15/2018)	2,045	2,559
5,000	UNITED STATES TREAS NTS (11/15/2019)	5,025	5,797
	TOTALS	\$15,366	\$16,791

LEO/BYE FOUNDATION
FORM 990-PF
YEAR ENDED SEPTEMBER 30, 2012

SCHEDULE 2
PART II; LINE 10B - INVESTMENTS - CORPORATE STOCK

AMOUNT OF SHARES	DESCRIPTION	BOOK VALUE	MARKET VALUE
100	ADOBE SYS INC COM	\$ 2,733	\$ 3,244
50	ALLSTATE CORP	2,519	1,981
50	ARCHER DANIELS MIDLAND CO COM	1,348	1,359
125	AT&T INC	4,057	4,713
50	BAKER HUGHES INC COM	2,962	2,262
125	BANK OF AMERICA CORPORATION COM	1,929	1,104
100	CISCO SYS INC	1,758	1,910
50	DISNEY WALT CO (HOLDING COMPANY)	1,318	2,614
25	DRIL QUIP INC	1,703	1,797
50	EASTMAN CHEM CO	2,627	2,851
50	EXPRESS SCRIPTS HLDGS C	2,844	3,131
200	GENERAL ELEC CO	2,304	4,542
75	GILEAD SCIENCES INC COM	3,070	4,975
5	GOOGLE INC CL A	2,579	3,772
50	ILLINOIS TOOL WKS INC COM	2,154	2,973
75	INTEL CORP	1,607	1,699
100	JABIL CIRCUIT INC COM	1,170	1,872
100	JPMORGAN CHASE & CO	4,029	4,048
25	KOHL'S CORP	1,183	1,280
115	METLIFE INC COM	3,370	3,963
150	MOLEX INC CLA	2,489	3,258
75	MOLSON COORS BREWING CO	3,076	3,379
50	NEWFIELD EXPL CO	2,120	1,566
75	ORACLE CORP COM	1,615	2,359
50	PEPSICO INC	2,468	3,538
50	RESMED INC COM	1,125	2,023
25	UNITED PARCEL SERVICE	1,784	1,789
50	WELLS FARGO & CO	1,350	1,726
50	WHITING PETROLEUM CORP	1,848	2,369
50	SCHLUMBERGER LTD	2,338	3,616

LEO/BYE FOUNDATION

95-3357265

75	TEVA PHARMACEUTICAL INDS LTD	3,502	3,106
		-----	-----
	TOTAL INVESTMENTS IN STOCK	\$ 70,979	\$ 84,819
		=====	=====

LEO/BYE FOUNDATION
FORM 990-PF
YEAR ENDED SEPTEMBER 30, 2012

SCHEDULE 3
PART II; LINE 10C - INVESTMENTS - CORPORATE BONDS

AMOUNT OF SHARES	DESCRIPTION	BOOK VALUE	MARKET VALUE
-----	-----	-----	-----
2,000	COMPUTER SCIENCES	2,163	2,045
2,000	CITI GROUP INC	2,061	2,049
2,000	MERRILL LYNCH CO INC	2,097	2,134
2,000	AMERICAN EXPRESS CR CORP	2,259	2,119
2,000	OMNICOM GROUP INC	2,323	2,312
2,000	FORD MOTOR CREDIT CO LLC	2,333	2,320
2,000	INTERNATIONAL BUSINESS MACH	2,259	2,451
2,000	GENERAL ELEC CAP CORP	2,216	2,359
2,000	CELLCO PART VERI WIRELESS	2,519	2,802
2,000	RABOBANK NEDERLAND UTREC	2,052	2,123
2,000	WESTPAC BANKING CORP	2,009	2,024
		-----	-----
	TOTAL INVESTMENTS IN OTHER BONDS	\$ 24,291	\$ 24,738
		=====	=====