



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****Note** The foundation may be able to use a copy of this return to satisfy state reporting requirements.**2012**

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

Leeway Foundation

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

Room/suite

1315 Walnut Street**832**

City or town, state, and ZIP code

Philadelphia, PA 19107

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

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, col. (c), line 16)

\$ 16,849,379.

J Accounting method:

☐

Cash

☒

Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis.)

A Employer identification number

23-2727140

B Telephone number

215-545-4078C 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 ☐**Part I Analysis of Revenue and Expenses**
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

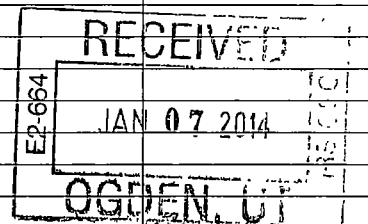
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received	2,000.		N/A	
	2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	28.	28.		Statement 1
	4	Dividends and interest from securities	311,208.	311,208.		Statement 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	72,793.			
	b	Gross sales price for all assets on line 6a	2,120,500.			
	7	Capital gain net income (from Part IV, line 2)		72,793.		
	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)				
	11	Other income				
	12	Total Add lines 1 through 11	386,029.	384,029.		
	13	Compensation of officers, directors, trustees, etc	93,992.	9,349.		84,143.
	14	Other employee salaries and wages	184,492.	18,449.		166,043.
	15	Pension plans, employee benefits	37,749.	3,774.		33,975.
	16a	Legal fees Stmt 3	104.	0.		0.
	b	Accounting fees Stmt 4	18,114.	9,057.		9,057.
	c	Other professional fees Stmt 5	56,642.	0.		56,642.
	17	Interest				
	18	Taxes Stmt 6	26,225.	2,622.		23,603.
	19	Depreciation and depletion	16,528.	0.		
	20	Occupancy	93,191.	9,319.		83,872.
	21	Travel, conferences, and meetings	35,781.	0.		35,781.
	22	Printing and publications	60,217.	0.		60,217.
	23	Other expenses Stmt 7	37,591.	0.		37,591.
	24	Total operating and administrative expenses. Add lines 13 through 23	660,626.	52,570.		590,924.
	25	Contributions, gifts, grants paid	214,360.			214,360.
	26	Total expenses and disbursements Add lines 24 and 25	874,986.	52,570.		805,284.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-488,957.			
	b	Net investment income (if negative, enter -0-)		331,459.		
	c	Adjusted net income (if negative, enter -0-)			N/A	



SCANNED JAN 10 2014

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	318,325.	306,350.	306,350.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	16,562.	33,386.	33,386.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock Stmt 8	9,696,535.	10,595,106.	10,595,106.
	c	Investments - corporate bonds Stmt 9	4,727,774.	4,768,055.	4,768,055.
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 10	904,578.	1,133,464.	1,133,464.
	14	Land, buildings, and equipment: basis ▶ 132,941.			
		Less: accumulated depreciation Stmt 11 ▶ 119,923.	29,495.	13,018.	13,018.
	15	Other assets (describe ▶ <u>Deferred Tax Asset</u>)	21,600.	0.	0.
	16	Total assets (to be completed by all filers)	15,714,869.	16,849,379.	16,849,379.
	17	Accounts payable and accrued expenses	118,028.	128,011.	
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ <u>Statement 12</u>)	5,500.	37,564.	
	23	Total liabilities (add lines 17 through 22)	123,528.	165,575.	
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	1,769,905.	1,809,466.	
	25	Temporarily restricted	1,051,380.	2,104,282.	
	26	Permanently restricted	12,770,056.	12,770,056.	
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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	15,591,341.	16,683,804.	
	31	Total liabilities and net assets/fund balances	15,714,869.	16,849,379.	

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	15,591,341.
2	Enter amount from Part I, line 27a	2	-488,957.
3	Other increases not included in line 2 (itemize) ▶ <u>Net Unrealized Gains</u>	3	1,581,420.
4	Add lines 1, 2, and 3	4	16,683,804.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,683,804.

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				
b See Attached Statements				
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 2,120,500.		2,047,707.	72,793.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			72,793.

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	72,793.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	792,481.	16,362,887.	.048432
2010	826,016.	15,644,993.	.052797
2009	1,002,212.	14,254,799.	.070307
2008	1,123,394.	17,715,736.	.063412
2007	892,726.	21,336,197.	.041841

2 Total of line 1, column (d)	2	.276789
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	.055358
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	16,144,719.
5 Multiply line 4 by line 3	5	893,739.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,315.
7 Add lines 5 and 6	7	897,054.
8 Enter qualifying distributions from Part XII, line 4	8	805,284.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	6,629.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	6,629.
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	6,629.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	16,000.	
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	16,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	75.	
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	9,296.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 9,296. Refunded <input type="checkbox"/> 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.leeway.org</u>	13	X	
14	The books are in care of ► <u>The Foundation</u> Telephone no. ► <u>215-545-4078</u> Located at ► <u>1315 Walnut Street, Philadelphia, PA</u> ZIP+4 ► <u>19107</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☒ Yes ☐ No

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

☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here

☒

5b

X**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

6b

X**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7b

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?

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 13		93,992.	15,125.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Maori Karmael Holmes - 1315 Walnut Street, Philadelphia, PA 19107	Associate Director 40.00	73,000.	14,100.	0.
Sham-E Ali Al-Jamil - 1315 Walnut Street, Philadelphia, PA 19107	Program Director 40.00	56,650.	13,282.	0.

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

0

Form 990-PF (2012)

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	16,238,339.
b	Average of monthly cash balances	1b	152,239.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	16,390,578.
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	16,390,578.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	245,859.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,144,719.
6	Minimum investment return. Enter 5% of line 5	6	807,236.

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	807,236.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,629.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,629.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	800,607.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	800,607.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	800,607.

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	805,284.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	805,284.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	805,284.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				800,607.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			309,302.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 805,284.				
a Applied to 2011, but not more than line 2a			309,302.	
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 2012 distributable amount				495,982.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				304,625.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- b 85% of line 2a**

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

- a "Assets" alternative test - enter:

- (1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:**

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**

1 Information Regarding Foundation Managers:

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

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 or e-mail of the person to whom applications should be addressed:

The Leeway Foundation, 215-545-4078
1315 Walnut Street, Philadelphia, PA 19107

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

Application is available online

- c Any submission deadlines:**

Art & Change Grant - March 1 and August 1

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

Restrictions noted in grant guidelines

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Anne-Marie Mulgrew 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art and Change Grant	2,200.
Beth Ann Patel 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art and Change Grant	2,500.
Cymande M. Lewis 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art and Change Grant	2,500.
Eli J. VandenBerg 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art and Change Grant	2,500.
Emma Ramstead 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art and Change Grant	2,500.
Total See continuation sheet(s) ▶ 3a				214,360.
b Approved for future payment				
None				
Total ▶ 3b				0.

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

- | | | Yes | No |
|--|---|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| | a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| | b Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | X | |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X | |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[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
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

and belief, it is true, correct, and complete Declaration of preparer (other than the taxpayer) if the preparer is not the taxpayer: Mark Brown

Date _____

of which preparer has any
Executive
Director

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Joyce Miller, CPA

Preparer's signature

Jay P.

Date,

11/15/13

Check ☐ if
self-employed

PTIN

P00047160

Firm's name ▶ J. Miller & Associates LLC

Firm's EIN ► 27-2001590

Firm's address ▶ 1617 JFK Blvd., Suite 1010
Philadelphia, PA 19103

Phone no. **215-600-1701**

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Germaine Ingram 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art and Change Grant	2,350.
Kishwer Vikaas Barrica 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art and Change Grant	2,500.
Leila C. Ghaznavi 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art and Change Grant	2,400.
Madhusmita Bora 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art and Change Grant	2,500.
Kariamuwelsh 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art and Change Grant	2,500.
Melissa Beatriz Skolnick 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Michelle Angela Ortiz 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Nancy Lewis Shell 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Sarah Mitteldorf 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Jennie R. Shanker 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Total from continuation sheets				202,160.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Shally Prasad 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Susan Lankin-Watts 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,010.
Sydney Carpenter 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Takeya Trayer 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Vashti Dubois 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Leticia Roa Nixon 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Ana Guissel Palma 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Denice Frohman 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Jamie Merwin 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Joan May T. Cordova 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Jodi Ippolito 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Joslyn Duncan 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Joy E. Butts 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Kariamuwelsh 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Kathryn Watterson 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Mary Ann Soto 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Michelle Myers 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Gabrielle Sharee White 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Susan DiPronio 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Takeya Trayer 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Abu A. Morrison 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Anisa Louise George 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Arleen Alshan 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Eiko Fan Takahira 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Fatu Gayflor 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Hazami Sayed 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Kate Watson-Wallace 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Lela Aisha Jones 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Lori Ann Waselchuk 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Lorna Ann Johnson-Frizell 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Gwendolyn Campbell 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Maureen Henighan Booker 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Morenike Olabunmi 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Sarah Glover 1315 Walnut Street Philadelphia, PA 19107	None	N/A	LTA Stipend	100.
Alexandra Vidich 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Alison Crouse 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
August Tarrier 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Charlotte Ford 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Elliot batTzedek 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Emily Smith 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KellyAnne Mifflin 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Lillian Dunn 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Lorelei Narvaja Shingledecker 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Magira Eue Ross 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Marissa Johnson-Valenzuela 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Megan Williamson 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Nicole Lopez 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Robyn Geter 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Rochelle Spector 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Wanda Dickerson 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Yowel Shaw 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Art & Change Grant	2,500.
Denice Frohman 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Leeway Transformation Award	15,000.
Eiko Fan Takahira 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Leeway Transformation Award	15,000.
Fatu Gayflor 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Leeway Transformation Award	15,000.
Hazami Sayed 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Leeway Transformation Award	15,000.
Jodi Ippolito 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Leeway Transformation Award	15,000.
Lorna Ann Johnson-Frizell 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Leeway Transformation Award	15,000.
Gabrielle Sharee White 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Leeway Transformation Award	15,000.
Takeya Trayer 1315 Walnut Street Philadelphia, PA 19107	None	N/A	Leeway Transformation Award	15,000.
Total from continuation sheets				

Leeway Foundation

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	HC Capital Trust Inst Intl Equity Port	P	07/23/10	03/28/12
b	HC Capital Trust Instl Grwth Equity	P	07/23/10	06/01/12
c	HC Capital Trust Instl Grwth Equity	P	07/23/10	08/28/12
d	HC Capital Trust Instl Grwth Equity	P	07/23/10	09/10/12
e	HC Capital Trust Instl Value Equity	P	07/23/10	08/28/12
f	HC Capital Trust Instl Value Equity	P	08/16/11	09/10/12
g	HC Capital Trust Real Estate Securities	P	07/22/10	03/28/12
h	HC Capital Trust Real Estate Securities	P	07/22/10	06/01/12
i	HC Capital Trust US Corp Fixed Inc Sec	P	12/06/10	06/01/12
j	HC Capital Trust US Govt Fixed Income	P	12/06/10	06/01/12
k	HC Capital Trust US Mortgage Asset Backed Fixed I	P	12/06/10	06/01/12
l	Vanguard Fixed Income Secs Fd Inflation	P	07/27/10	06/01/12
m	HC Capital Trust Fixed Income Opportunity	P	03/28/12	06/01/12
n	HC Capital Trust Inst Intl Equity Port	P	03/28/12	12/14/12
o	HC Capital Trust Inst Intl Equity Port	P	03/28/12	12/14/12

	(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	108,284.		79,427.	28,857.
b	50,000.		39,817.	10,183.
c	24,266.		17,662.	6,604.
d	180,000.		129,272.	50,728.
e	39,910.		35,506.	4,404.
f	16,000.		13,965.	2,035.
g	49,699.		66,763.	-17,064.
h	163,256.		225,877.	-62,621.
i	32,810.		30,924.	1,886.
j	36,919.		34,928.	1,991.
k	35,672.		34,836.	836.
l	56,609.		49,058.	7,551.
m	19,690.		19,921.	-231.
n	16,000.		17,445.	-1,445.
o	16,000.		16,701.	-701.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			28,857.
b			10,183.
c			6,604.
d			50,728.
e			4,404.
f			2,035.
g			-17,064.
h			-62,621.
i			1,886.
j			1,991.
k			836.
l			7,551.
m			-231.
n			-1,445.
o			-701.

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	72,793.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part 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	HC Capital Trust Inst Value Equity Fd	P	12/29/11	03/28/12
b	HC Capital Trust Real Estate Securities	P	09/14/11	03/28/12
c	HC Capital Trust Real Estate Securities	P	09/14/11	06/01/12
d	HC Capital Trust US Corporate Fixed Income Sec	P	09/14/11	06/01/12
e	HC Capital Trust US Corporate Fixed Income Sec	P	12/16/11	06/01/12
f	HC Capital Trust US Govt Fixed Income	P	12/16/11	06/01/12
g	HC Capital Trust US Govt Fixed Income	P	12/16/11	06/01/12
h	HC Capital Trust US Mortgage Asset Backed Fixed I	P	12/16/11	06/01/12
i	HC Capital Trust US Mortgage Asset Backed Fixed I	P	12/16/11	06/01/12
j	Vanguard Fixed Income Secs Fd Inflation	P	12/16/11	06/01/12
k	HC Capital Trust Commodity Related S	P	04/27/11	08/28/12
l	HC Capital Trust Emerging Mkts Portfolio	P	08/16/11	08/28/12
m	HC Capital Trust Emerging Mkts Portfolio	P	08/16/11	12/14/12
n	HC Capital Trust Inst Intl Equity Port	P	08/16/11	08/28/12
o	HC Capital Trust Inst Intl Equity Port	P	07/23/10	12/14/12

(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 5,476.		4,931.	545.
b 301.		460.	-159.
c 22,744.		21,005.	1,739.
d 7,103.		6,912.	191.
e 6,950.		6,760.	190.
f 3,495.		3,476.	19.
g 17,383.		17,103.	280.
h 8,502.		8,478.	24.
i 3,363.		3,350.	13.
j 15,692.		14,921.	771.
k 40,000.		51,601.	-11,601.
l 26,500.		29,169.	-2,669.
m 60,000.		60,113.	-113.
n 230,000.		219,536.	10,464.
o 183,389.		161,598.	21,791.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			545.
b			-159.
c			1,739.
d			191.
e			190.
f			19.
g			280.
h			24.
i			13.
j			771.
k			-11,601.
l			-2,669.
m			-113.
n			10,464.
o			21,791.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

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	HC Capital Trust Fixed Income Opportunity	P	03/28/12	06/01/12
b	HC Capital Trust Inst Intl Equity Port	P	03/28/12	12/14/12
c	HC Capital Trust Instl Grwth Equity	P	03/15/12	03/28/12
d	HC Capital Trust Instl Grwth Equity Portfolio	P	06/15/12	08/28/12
e	HC Capital Trust Instl Value Equity	P	03/15/12	03/28/12
f	HC Capital Trust Instl Value Equity	P	06/15/12	08/28/12
g	HC Capital Trust US Corporate Fixed Income Sec	P	03/28/12	06/01/12
h	HC Capital Trust US Govt Fixed Income	P	03/28/12	06/01/12
i	HC Capital Trust US Mortgage Asset Backed Fixed I	P	03/28/12	06/01/12
j	Vanguard Fixed Income Secs Fd Inflation	P	03/30/12	06/01/12
k	HC Capital Trust Fixed Income Opportunity	P	10/27/11	06/01/12
l	HC Capital Trust Fixed Income Opportunity	P	10/27/11	08/28/12
m	HC Capital Trust Inst Intl Equity Port	P	10/27/11	03/28/12
n	HC Capital Trust Instl Grwth Equity	P	10/27/11	03/28/12
o	HC Capital Trust Instl Value Equity	P	08/05/11	03/28/12

(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 9,989.		10,085.	-96.
b 26,611.		26,485.	126.
c 2,890.		2,854.	36.
d 8,734.		8,246.	488.
e 19,179.		19,061.	118.
f 15,090.		14,295.	795.
g 67,137.		66,090.	1,047.
h 79,003.		76,839.	2,164.
i 81,663.		81,494.	169.
j 2,699.		2,595.	104.
k 70,321.		69,929.	392.
l 19,000.		18,233.	767.
m 180,000.		175,612.	4,388.
n 19,826.		16,989.	2,837.
o 42,345.		37,385.	4,960.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-96.
b			126.
c			36.
d			488.
e			118.
f			795.
g			1,047.
h			2,164.
i			169.
j			104.
k			392.
l			767.
m			4,388.
n			2,837.
o			4,960.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

2012 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	Speaker Phones	010197SL	SL	5.00	16	951.			951.	951.		0.
2	TABLES/CHAIRS/BOOKCASES	062099SL	SL	5.00	16	11,325.			11,325.	11,325.		0.
3	CABINETS/COUNTERTOPS	071697SL	SL	5.00	16	20,864.			20,864.	20,864.		0.
4	PHONE SYSTEM	071697SL	SL	5.00	16	4,412.			4,412.	4,412.		0.
5	CARPETS (9)	082597SL	SL	5.00	16	5,438.			5,438.	5,438.		0.
6	BOOKCASES	011398SL	SL	5.00	16	746.			746.	746.		0.
7	SLIDE PROJECTOR	061998SL	SL	5.00	16	1,278.			1,278.	1,278.		0.
8	CONFERENCE SPEAKER AUDIO/VIDEO	081098SL	SL	5.00	16	1,518.			1,518.	1,518.		0.
9	EQUIPMENT	121599SL	SL	5.00	16	1,284.			1,284.	1,284.		0.
10	CANON IR 2200 COPIER	032803SL	SL	5.00	16	6,355.			6,355.	6,355.		0.
11	VOICE MAIL SYSTEM/PHONE	062404SL	SL	5.00	16	3,720.			3,720.	3,720.		0.
12	OFFICE FURNITURE	012508SL	SL	5.00	16	23,930.			23,930.	19,141.		4,786.
13	TABLES/CHAIRS/LOVES SEAT	021208SL	SL	5.00	16	1,793.			1,793.	1,086.		359.
14	REFRIGERATOR/DISHWASHER	021208SL	SL	5.00	16	1,422.			1,422.	888.		284.
15	RECEPTION DESK	031308SL	SL	5.00	16	1,186.			1,186.	834.		237.
16	DOOR PHONE SPEAKER	032108SL	SL	5.00	16	1,866.			1,866.	1,283.		373.
17	AV EQUIPMENT	111408SL	SL	5.00	16	776.			776.	595.		155.
18	FURNITURE	112908SL	SL	5.00	16	1,049.			1,049.	748.		210.

228102
05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2012 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
19	BLACK BOOKCASE	120608SL		5.00	16	597.			597.	597.		0.
20	HANGING SYSTEM	011409SL		5.00	16	2,124.			2,124.	1,300.		425.
21	OFFICE FURNITURE	123008SL		5.00	16	7,349.			7,349.	4,445.		1,470.
22	HANGING SYSTEM	011409SL		5.00	16	412.			412.	247.		82.
23	HP PRINTER	123009SL		5.00	16	800.			800.	333.		160.
24	POWER MACS/MONITORS	010196SL		5.00	16	3,103.			3,103.	3,103.		0.
25	SOFTWARE (PC CONNECT)	010196SL		5.00	16	1,186.			1,186.	1,186.		0.
26	MACS/PRINTERS/MODEM	070297SL		5.00	16	10,664.			10,664.	10,664.		0.
27	MAC G3	091498SL		5.00	16	3,179.			3,179.	3,179.		0.
28	SLIDE SCANNER	061998SL		5.00	16	999.			999.	999.		0.
29	UPGRADE	081999SL		5.00	16	754.			754.	754.		0.
30	DSL-COMPUTER	082400SL		5.00	16	262.			262.	262.		0.
31	DSL-COMPUTER	101900SL		5.00	16	914.			914.	914.		0.
32	COMPUTER	101101SL		5.00	16	1,595.			1,595.	1,595.		0.
33	HP LASERJET PRINTER 2200DTN	031402SL		5.00	16	1,525.			1,525.	1,525.		0.
34	COMPUTER (3)	010104SL		5.00	16	6,979.			6,979.	6,979.		0.
35	IMAC (USED)	082704SL		5.00	16	5,329.			5,329.	5,329.		0.
36	MAC IBOOK G4	100804SL		5.00	16	1,883.			1,883.	1,883.		0.

228102
05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2012 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
FILEMAKER												
37	COMPUTER/SERVER	072505	SL	5.00	16	3,029.			3,029.	3,029.		0.
38	QUARK SOFTWARE	100605	SL	3.00	16	1,230.			1,230.	1,230.		0.
39	COMPUTER/LAPTOP	102506	SL	5.00	16	1,583.			1,583.	1,583.		0.
40	COMPUTER/LAPTOP	102506	SL	5.00	16	2,033.			2,033.	2,033.		0.
41	MACDESKTOP	071207	SL	5.00	16	1,668.			1,668.	1,502.		166.
42	MACBOOK	071207	SL	5.00	16	1,348.			1,348.	1,214.		134.
43	IMAC & SOFTWARE	090307	SL	5.00	16	4,200.			4,200.	3,640.		560.
44	MAC COMPUTERS	121307	SL	5.00	16	14,903.			14,903.	12,172.		2,731.
45	MAC COMPUTERS	091209	SL	5.00	16	2,242.			2,242.	1,046.		448.
46	ADOBE SOFTWARE	121709	SL	5.00	16	1,876.			1,876.	781.		375.
47	APPLE PRO NOTEBOOK	122309	SL	5.00	16	1,179.			1,179.	491.		236.
48	MODEM & SOFTWARE	122309	SL	5.00	16	3,142.			3,142.	1,309.		628.
49	APPLE DESKTOP	122309	SL	5.00	16	1,457.			1,457.	607.		291.
50	APPLE DESKTOP	122309	SL	5.00	16	3,507.			3,507.	1,461.		701.
51	IMPROVEMENTS	062497	SL	10.00	16	1,325.			1,325.	1,325.		0.
52	IMAC	080710	SL	5.00	16	1,977.			1,977.	559.		395.
53	macbook	123010	SL	5.00	16	1,213.			1,213.	243.		243.
54	vostro laptop	123010	SL	5.00	16	505.			505.	101.		101.

228102
05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2012 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
55	1t usb	12/30/10	SL	5.00	16	218.			218.	44.		44.
56	quickbooks	12/30/10	SL	5.00	16	202.			202.	40.		40.
57	adobe SOFTWARE	12/30/10	SL	5.00	16	3,073.			3,073.	615.		615.
58	Home-Student 2011	01/04/11	SL	4.00	16	1,114.			1,114.	279.		279.
	* Total 990-PF Pg 1					192,591.		0.	192,591.	163,064.	0.	16,528.
	Depr											

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
PNC	28.
Total to Form 990-PF, Part I, line 3, Column A	28.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Investments	311,208.	0.	311,208.
Total to Fm 990-PF, Part I, ln 4	311,208.	0.	311,208.

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	104.	0.		0.
To Fm 990-PF, Pg 1, ln 16a	104.	0.		0.

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	18,114.	9,057.		9,057.
To Form 990-PF, Pg 1, ln 16b	18,114.	9,057.		9,057.

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Review panels	21,619.	0.		21,619.	
Consultants	35,023.	0.		35,023.	
To Form 990-PF, Pg 1, ln 16c	56,642.	0.		56,642.	

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Payroll taxes	26,225.	2,622.		23,603.	
To Form 990-PF, Pg 1, ln 18	26,225.	2,622.		23,603.	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Receptions	7,628.	0.		7,628.	
Advertising	2,842.	0.		2,842.	
Bank fees	101.	0.		101.	
Memberships	3,275.	0.		3,275.	
Office supplies and expenses	22,186.	0.		22,186.	
D&O Insurance	1,259.	0.		1,259.	
Licenses and permits	50.	0.		50.	
All other expense	250.	0.		250.	
To Form 990-PF, Pg 1, ln 23	37,591.	0.		37,591.	

Form 990-PF	Corporate Stock	Statement	8
-------------	-----------------	-----------	---

Description	Book Value	Fair Market Value
Mutual Funds - Domestic Equity	6,709,624.	6,709,624.
Mutual Funds - International Equity	3,885,482.	3,885,482.
Total to Form 990-PF, Part II, line 10b	10,595,106.	10,595,106.

Form 990-PF	Corporate Bonds	Statement	9
-------------	-----------------	-----------	---

Description	Book Value	Fair Market Value
Mutual Funds - Fixed Income	4,768,055.	4,768,055.
Total to Form 990-PF, Part II, line 10c	4,768,055.	4,768,055.

Form 990-PF	Other Investments	Statement	10
-------------	-------------------	-----------	----

Description	Valuation Method	Book Value	Fair Market Value
Money Market	FMV	1,133,464.	1,133,464.
Total to Form 990-PF, Part II, line 13		1,133,464.	1,133,464.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	11
-------------	--	-----------	----

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Speaker Phones	951.	951.	0.
TABLES/CHAIRS/BOOKCASES	11,325.	11,325.	0.
CABINETS/COUNTERTOPS	20,864.	20,864.	0.
PHONE SYSTEM	4,412.	4,412.	0.
CARPETS (9)	5,438.	5,438.	0.
BOOKCASES	746.	746.	0.
SLIDE PROJECTOR	1,278.	1,278.	0.
CONFERENCE SPEAKER	1,518.	1,518.	0.
AUDIO/VIDEO EQUIPMENT	1,284.	1,284.	0.
CANON IR 2200 COPIER	6,355.	6,355.	0.

VOICE MAIL SYSTEM/PHONE	3,720.	3,720.	0.
OFFICE FURNITURE	23,930.	23,927.	3.
TABLES/CHAIRS/LOVESEAT	1,793.	1,445.	348.
REFRIGERATOR/DISHWASHER	1,422.	1,172.	250.
RECEPTION DESK	1,186.	1,071.	115.
DOOR PHONE SPEAKER	1,866.	1,656.	210.
AV EQUIPMENT	776.	750.	26.
FURNITURE	1,049.	958.	91.
BLACK BOOKCASE	597.	597.	0.
HANGING SYSTEM	2,124.	1,725.	399.
OFFICE FURNITURE	7,349.	5,915.	1,434.
HANGING SYSTEM	412.	329.	83.
HP PRINTER	800.	493.	307.
POWER MACS/MONITORS	3,103.	3,103.	0.
SOFTWARE (PC CONNECT)	1,186.	1,186.	0.
MACS/PRINTERS/MODEMS	10,664.	10,664.	0.
MAC G3	3,179.	3,179.	0.
SLIDE SCANNER	999.	999.	0.
UPGRADE	754.	754.	0.
DSL-COMPUTER	262.	262.	0.
DSL-COMPUTER	914.	914.	0.
COMPUTER	1,595.	1,595.	0.
HP LASERJET PRINTER 2200DTN	1,525.	1,525.	0.
COMPUTER (3)	6,979.	6,979.	0.
IMAC (USED)	5,329.	5,329.	0.
MAC IBOOK G4	1,883.	1,883.	0.
FILEMAKER COMPUTER/SERVER	3,029.	3,029.	0.
QUARK SOFTWARE	1,230.	1,230.	0.
COMPUTER/LAPTOP	1,583.	1,583.	0.
COMPUTER/LAPTOP	2,033.	2,033.	0.
MACDESKTOP	1,668.	1,668.	0.
MACBOOK	1,348.	1,348.	0.
IMAC & SOFTWARE	4,200.	4,200.	0.
MAC COMPUTERS	14,903.	14,903.	0.
MAC COMPUTERS	2,242.	1,494.	748.
ADOBE SOFTWARE	1,876.	1,156.	720.
APPLE PRO NOTEBOOK	1,179.	727.	452.
MODEM & SOFTWARE	3,142.	1,937.	1,205.
APPLE DESKTOP	1,457.	898.	559.
APPLE DESKTOP	3,507.	2,162.	1,345.
IMPROVEMENTS	1,325.	1,325.	0.
IMAC	1,977.	954.	1,023.
macbook	1,213.	486.	727.
vostro laptop	505.	202.	303.
1t usb	218.	88.	130.
quickbooks	202.	80.	122.
adobe SOFTWARE	3,073.	1,230.	1,843.
Home-Student 2011	1,114.	558.	556.
Total To Fm 990-PF, Part II, ln 14	192,591.	179,592.	12,999.

Form 990-PF	Other Liabilities	Statement	12
Description	BOY Amount	EOY Amount	
Accrued Taxes Payable	5,500.	0.	
Deferred federal excise tax	0.	29,383.	
Deferred lease liability	0.	8,181.	
Total to Form 990-PF, Part II, line 22	5,500.	37,564.	

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	13
-------------	---	-----------	----

Name and Address	Title and Avrg Hrs/Wk	Compensation	Employee Ben Plan Expense Contrib Account	
Gretjen Clausing 1315 Walnut Street Philadelphia, PA 19107	Treasurer 0.50	0.	0.	0.
Patience Rage 1315 Walnut Street Philadelphia, PA 19107	Board Member 0.50	250.	0.	0.
Virginia Sikes 1315 Walnut Street Philadelphia, PA 19107	Board Member 0.50	0.	0.	0.
Amandee Braxton 1315 Walnut Street Philadelphia, PA 19107	President 0.50	0.	0.	0.
Denise Brown 1315 Walnut Street Philadelphia, PA 19107	Executive Director 40.00	93,492.	15,125.	0.
Carolyn Chernoff 1315 Walnut Street Philadelphia, PA 19107	Board Member 0.50	250.	0.	0.
Tina Morton 1315 Walnut Street Philadelphia, PA 19107	Board Member 0.50	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		93,992.	15,125.	0.

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	Leeway Foundation	23-2727140
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	C/O J. Miller - 1617 JFK Blvd., Suite 1010	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Philadelphia, PA 19103	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

The Foundation

- The books are in the care of **1315 Walnut Street, No. 832 - Philadelphia, PA 19107**
Telephone No **215-545-4078** FAX No. **215-545-4021**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

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

5 For calendar year **2012**, or other tax year beginning _____, and ending _____.

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

7 State in detail why you need the extension _____

Awaiting completion of the audited financial statements in order to file an accurate return.

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

Signature and Verification must be completed for Part II only.

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

Signature

Title **CPA**

Date

Form 8868 (Rev. 1-2013)