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Department of the Treasury  
Internal Revenue ServiceReturn of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545 0052

2012

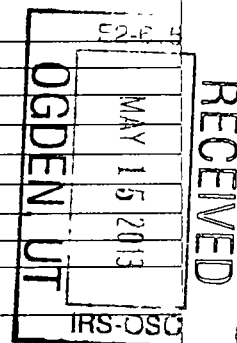
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012, or tax year beginning , 2012, and ending

Name of foundation <b>Lion's Pride Foundation</b>		A Employer identification number <b>41-1289414</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>115 Cottage Road</b>		B Telephone number (see the instructions) <b>(603) 253-8554</b>
City or town <b>Moultonborough</b>	State ZIP code <b>NH 03254</b>	C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ <b>3,485,539.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ck <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	72,720.			
	5a Gross rents	-14,971.			
	b Net rental income or (loss)	-14,971.			
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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) See Line 11 Stmt	-6,167.				
12 Total. Add lines 1 through 11	51,582.	0.	0.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	2,000.			
	c Other prof fees (attach sch) L-16c Stmt	2,025.			
	17 Interest				
	18 Taxes (attach schedule) (see instrs) Foreign Tax paid	532.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	2,050.			
	24 Total operating and administrative expenses. Add lines 13 through 23	6,607.			
	25 Contributions, gifts, grants paid	321,060.			321,060.
26 Total expenses and disbursements. Add lines 24 and 25	327,667.			321,060.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-276,085.				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			0.		

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing	76,260.	76,260.	76,260.
	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 (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)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	2,281,852.	3,409,279.	3,409,279.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
LIABILITIES	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)	200,000.		
	15 Other assets (describe )			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	2,558,112.	3,485,539.	3,485,539.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
NET ASSETS OR FUND BALANCES	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)			
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. X			
	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	2,558,112.	3,485,539.	
	30 Total net assets or fund balances (see instructions)	2,558,112.	3,485,539.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,558,112.	3,485,539.	

## 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	2,558,112.
2	Enter amount from Part I, line 27a	2	-276,085.
3	Other increases not included in line 2 (itemize) Market Value increase 2012	3	1,203,512.
4	Add lines 1, 2, and 3	4	3,485,539.
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	3,485,539.

**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 Wells Fargo statement (attached)	P	01/03/12	various
b Wells Fargo statement (attached)	P	01/03/12	various
c Wells Fargo statement (attached)	P	03/21/11	08/15/12
d Wells Fargo statement (attached)	P	06/15/10	various
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 1,102.		929.	173.
b 4,116.		4,338.	-222.
c 4,901.		4,518.	383.
d 558,810.		694,050.	-135,240.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			173.
b			-222.
c			383.
d			-135,240.
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>	2	-134,906.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8         </div>	3	-135,289.

**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))
2011	0.	0.	0.000000
2010	0.	0.	0.000000
2009		2,916,233.	
2008		3,055,503.	
2007	370,222.	1,300,375.	0.284704

2 Total of line 1, column (d)	2	0.284704
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	0.094901
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,528,894.
5 Multiply line 4 by line 3	5	334,896.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	334,896.
8 Enter qualifying distributions from Part XII, line 4	8	321,060.

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 <u>n/a</u> (attach copy of letter if necessary – see instrs)			
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	0.
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	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		5	0.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	131.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	131.	
8 Enter any <b>penalty</b> 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		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	131.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 131. Refunded	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file <b>Form 1120-POL</b> 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 \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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 <b>Form 990-T</b> for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) MN - Minnesota		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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**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>N/A</u>	13	X	
14	The books are in care of <u>BUCKNAM ASSOCIATES</u> Telephone no <u>(603) 253-8554</u> Located at <u>115 Cottage Road</u> <u>Moultonborough NH</u> ZIP + 4 <u>03254</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country				X

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

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

	Yes	No
1 a 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? <b>Exception.</b> Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	
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?	1 c	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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	2 b	
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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	3 b	
3 a 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)	4 a	X
4 a 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 2012?	4 b	X

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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?☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

**6 a** 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?

If 'Yes' to 6b, file Form 8870

☐ Yes ☒ No**7 a** 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?

5 b

6 b

7 b

**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
STATEMENT 1	0	0.00	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

None

**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		None

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

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

	Expenses
1 N/A	
	0.
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments (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	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes	
<b>a</b>	Average monthly fair market value of securities	<b>1 a</b> 3,525,431.
<b>b</b>	Average of monthly cash balances	<b>1 b</b> 57,203.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1 c</b> 0.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1 d</b> 3,582,634.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1 e</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b> 3,582,634.
<b>4</b>	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b> 53,740.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b> 3,528,894.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b> 176,445.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b> 176,445.
<b>2 a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2 a</b> 0.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2 b</b>
<b>c</b>	Add lines 2a and 2b	<b>2 c</b> 0.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b> 176,445.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>
<b>5</b>	Add lines 3 and 4	<b>5</b> 176,445.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b> 176,445.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1 a</b> 321,060.
<b>b</b>	Program-related investments—total from Part IX-B	<b>1 b</b> 0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the	
<b>a</b>	Suitability test (prior IRS approval required)	<b>3 a</b>
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3 b</b>
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b> 321,060.
<b>5</b>	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)	<b>5</b> 0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b> 321,060.

**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				176,445.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012.				
a From 2007	374,179.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	374,179.			
4 Qualifying distributions for 2012 from Part XII, line 4 \$ 321,060.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus	321,060.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	695,239.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				176,445.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	374,179.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	321,060.			
10 Analysis of line 9				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	321,060.			

**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 2012, 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)

**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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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				
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> 'Assets' alternative test— enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
<b>b</b> 'Endowment' alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
<b>c</b> '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) )

N/A

**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

N/A

**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

See Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

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

**c** Any submission deadlines

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

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

Form 990-PF (2012)

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

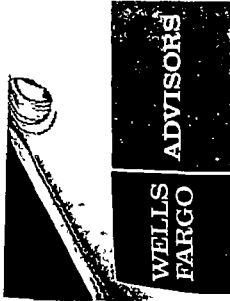
Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments	525990		14		
4 Dividends and interest from securities	.62832	72,720.	14		
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property	531390	-14,971.			
6 Net rental income or (loss) from personal property					
7 Other investment income	525990		16		
8 Gain or (loss) from sales of assets other than inventory	900001		18		
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Partnership K-1's	900099	-6,167.			
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		51,582.			
13 Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]





# 2012 SUMMARY AMENDMENT

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41-1289414

Amended Date: 3/08/13

Your Financial Advisor:  
BOUMMEESTER/HEEGAARD  
90 S. 7TH ST 10TH & 11TH FL  
MINNEAPOLIS, MN 55479  
(612) 667-5469

LIONS PRIDE FOUNDATION  
115 COTTAGE RD  
MOULTONBORO NH 03254-4802

Account Number: 2660-8659

## Year-End Account Summary

This information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes. Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

For non covered transactions, we provide supplemental cost basis information, when it is available, to assist you with completing your tax return, however, THIS INFORMATION IS NOT PROVIDED TO THE INTERNAL REVENUE SERVICE.

### SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2012

Description (Box 8) Stock or Other Symbol (Box 1d)	Quantity Sold (Box 1e)	Unit Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Sales Price (Box 2a)*	Cost or Other Basis (Box 3)	SUPPLEMENTAL INFORMATION	
							Gain or Loss Amount	Transaction Description
EII INTERNATIONAL PROPERTY-INT CUSIP 26852M105	46.2580	16.75000	01/03/12	08/15/12	774.51	617.08	157.43	SALE
PIMCO FDS PAC INVT MGMT SER COMMODITY REAL RETURN STRAT FD CL D CUSIP 722005550	49.2970	6.64000	VARIOUS	08/15/12	327.27	312.31	14.96	SALE

### TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

1,101.78 929.39 172.39

### SHORT TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2012

Description (Box 8) Stock or Other Symbol (Box 1d)	Quantity Sold (Box 1e)	Unit Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Sales Price (Box 2a)*	Cost or Other Basis (Box 3)	SUPPLEMENTAL INFORMATION	
							Gain or Loss Amount	Transaction Description
PIMCO FDS PAC INVT MGMT SER COMMODITY REAL RETURN STRAT FD CL D CUSIP 722005550	620.0680	6.64000	VARIOUS	08/15/12	4,116.43	4,338.09	-221.66	SALE

### TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

4,116.43 4,338.09 -221.66

## 2012 SUMMARY AMENDMENT

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Amended Date: 3/08/13

Your Financial Advisor :  
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LIONS PRIDE FOUNDATION  
115 COTTAGE RD  
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Account Number: 2660-8659

## Year-End Account Summary

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### LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2012

Description (Box 8) Stock or Other Symbol (Box 1d)	Quantity Sold (Box 1e)	Unit Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Sales Price (Box 2a)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
KRAFT FOODS GROUP CUSIP 50076Q106	0.0004	N/A	03/21/11	10/01/12	0.02	0.01	0.01	CASH IN LIEU
PHILLIPS 66 CUSIP 718546104	125.0000	40.24800	03/21/11	08/15/12	4,901.46	4,517.56	383.90	SALE
<b>TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES</b>					<b>4,901.48</b>	<b>4,517.57</b>	<b>383.91</b>	

### LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2012

Description (Box 8) Stock or Other Symbol (Box 1d)	Quantity Sold (Box 1e)	Unit Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Sales Price (Box 2a)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
BARCLAYS BK PLC ETN IPATH ETNS LKD MSCI INDIA TOTAL (RETURN INDX) CUSIP 06739F291	125.0000	59.28380	01/30/07	10/08/12	7,245.90	6,802.00	443.90	SALE
BROADWAY FED BK FSB CD LOS ANGELES CA ACT/365 FDIC INSURED CPN 2.650% DUE 05/29/12 CUSIP 11144LAM9	50,000.0000	N/A	05/26/09	05/29/12	50,000.00	50,000.00	0.00	REDEMPTION
COINSTAR INC CUSIP 19259P300	3,500.0000	47.06950	VARIOUS	08/15/12	163,762.69	181,971.90	-18,209.21	SALE
EII INTERNATIONAL PROPERT-IN CUSIP 26852M105	633.8140	16.75000	VARIOUS	08/15/12	10,611.70	15,894.18	-5,282.48	SALE





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ADVISORS

LIONS PRIDE FOUNDATION  
115 COTTAGE RD  
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90 S 7TH ST, 10TH & 11TH FL  
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(612) 667-5469

## 2012 SUMMARY AMENDMENT

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Amended Date: 3/08/13

Account Number: 2660-8659

## Year-End Account Summary

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LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6)  
Proceeds from Broker and Barter Exchange Transactions for 2012continued  
SUPPLEMENTAL INFORMATION

Description (Box 8) Stock or Other Symbol (Box 1d)	Quantity Sold (Box 1e)	Unit Price	Acquisition or Exchange (Box 1b)	Date of Sale or Exchange (Box 1a)	Sales Price (Box 2a)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
GOLD COAST BANK CD CHICAGO IL ACT/365 FDIC INSURED CPN 1.000% DUE 08/27/12 CUSIP 38058KBD7	50,000.0000	N/A	06/17/10	08/27/12	50,000.00	50,000.00	0.00	REDEMPTION
ISHARES MSCI EAFE GROWTH MIX CUSIP 464288885	900.0000	55.20010	11/02/07	08/15/12	49,262.74	74,131.30	-24,868.56	SALE
ISHARES TR RUSSELL 1000 GROWTH INDEX FD CUSIP 464287614	320.0000	64.55000	01/05/06	12/28/12	20,351.82	16,710.40	3,641.42	SALE
MORGAN STANLEY 6 60% PFD CAP VII 10/15/2066 CALL STARTING 10/15/11 CUSIP 61750K208	1,600.0000 400.0000 2,000.0000	24.60000 24.60010	12/03/10 12/03/10	03/12/12 03/12/12	39,354.28 9,839.86 49,194.14	40,079.84 10,019.96 50,099.80	-725.56 -180.10 -905.66	SALE SALE
OVERSEAS SHIPHLDG GR INC CUSIP 690368105	1,000.0000	6.83800	07/21/10	08/15/12	6,605.73	38,972.00	-32,366.27	SALE
PALOMAR MED TECHS INC CUSIP 697529303	400.0000	8.75010	10/10/06	08/15/12	3,362.84	16,278.28	-12,915.44	SALE
PIMCO FDS PAC INVT MGMT SER COMMODITY REAL RETURN STRAT FD CL D CUSIP 722005550	2,900.0430	6.64000	VARIOUS	08/15/12	19,252.17	35,908.74	-16,656.57	SALE
QUANTA SVCS INC CUSIP 74762E102	3,250.0000	24.59430	VARIOUS	08/15/12	79,160.34	107,201.50	-28,041.16	SALE

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# 2012 SUMMARY AMENDMENT

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Amended Date: 3/08/13

Your Financial Advisor:  
BOJMEESTER/HEEGAARD  
90 S 7TH ST. 10TH & 11TH FL  
MINNEAPOLIS, MN 55479  
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LIONS PRIDE FOUNDATION  
115 COTTAGE RD  
MOULTONBORO NH 03254-4802

Account Number: 2660-8659

## Year-End Account Summary

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### LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6)

#### Proceeds from Broker and Barter Exchange Transactions for 2012

continued

#### SUPPLEMENTAL INFORMATION

Description (Box 8) Stock or Other Symbol (Box 1d)	Quantity Sold (Box 1e)	Unit Price	Acquisition Date (Box 1b)	Date of Sale or Exchange (Box 1a)	Sales Price (Box 2a)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
NACHOVIA 6.375% CAP TR IV DUE 3/1/2067 CALL STARTING 3/15/2012 CUSIP 92978U207	2,000.0000	N/A	12/03/10	04/13/12	50,000.00	50,079.80	-79.80	REDEMPTION
<b>TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES</b>					<b>558,810.07</b>	<b>694,049.90</b>	<b>-135,239.83</b>	

### UNKNOWN TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES (Box 6)

#### Proceeds from Broker and Barter Exchange Transactions for 2012

#### SUPPLEMENTAL INFORMATION

Description (Box 8) Stock or Other Symbol (Box 1d)	Quantity Sold (Box 1e)	Unit Price	Acquisition Date (Box 1b)	Date of Sale or Exchange (Box 1a)	Sales Price (Box 2a)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
ISHARES GOLD TRUST CUSIP 464285105	2,000.0000	N/A	N/A	01/31/12	6.66	N/A	N/A	PRINCIPAL PAYMENT
						Cost Basis Allocation Factor:	0.000195895	
	2,000.0000	N/A	N/A	02/29/12	6.61	N/A	N/A	PRINCIPAL PAYMENT
						Cost Basis Allocation Factor:	0.000197985	
	2,000.0000	N/A	N/A	03/30/12	6.97	N/A	N/A	PRINCIPAL PAYMENT
						Cost Basis Allocation Factor:	0.000213415	
	2,000.0000	N/A	N/A	04/30/12	6.60	N/A	N/A	PRINCIPAL PAYMENT
						Cost Basis Allocation Factor:	0.000203198	
	2,000.0000	N/A	N/A	05/31/12	6.65	N/A	N/A	PRINCIPAL PAYMENT
						Cost Basis Allocation Factor:	0.000212477	
	2,000.0000	N/A	N/A	06/29/12	6.32	N/A	N/A	PRINCIPAL PAYMENT
						Cost Basis Allocation Factor:	0.000203282	
	2,000.0000	N/A	N/A	07/31/12	6.54	N/A	N/A	PRINCIPAL PAYMENT
						Cost Basis Allocation Factor:	0.000210512	
	2,000.0000	N/A	N/A	08/31/12	6.57	N/A	N/A	PRINCIPAL PAYMENT
						Cost Basis Allocation Factor:	0.000198232	



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# 2012 SUMMARY AMENDMENT

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Amended Date: 3/08/13

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### UNKNOWN TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2012

continued

#### SUPPLEMENTAL INFORMATION

Description (Box 8) Stock or Other Symbol (Box 1d)	Quantity Sold (Box 1e)	Unit Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Sales Price (Box 2a)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
	2,000.0000	N/A	N/A	09/28/12	6.71	N/A	N/A	PRINCIPAL PAYMENT
							Cost Basis Allocation Factor:	0.000193135
	2,000.0000	N/A	N/A	10/31/12	7.11	N/A	N/A	PRINCIPAL PAYMENT
							Cost Basis Allocation Factor:	0.000212696
	2,000.0000	N/A	N/A	11/30/12	6.76	N/A	N/A	PRINCIPAL PAYMENT
							Cost Basis Allocation Factor:	0.000201437
	2,000.0000	N/A	N/A	12/31/12	6.91	N/A	N/A	PRINCIPAL PAYMENT
							Cost Basis Allocation Factor:	0.000209701
<b>Subtotal</b>					<b>80.41</b>	<b>0.00</b>	<b>0.00</b>	
SPDR GOLD TRUST CUSIP 78463V107	54.0000	N/A	N/A	01/11/12	2.82	N/A	N/A	PRINCIPAL PAYMENT
							Cost Basis Allocation Factor:	0.000328284
	54.0000	N/A	N/A	02/14/12	2.72	N/A	N/A	PRINCIPAL PAYMENT
							Cost Basis Allocation Factor:	0.000300711
	54.0000	N/A	N/A	03/13/12	2.80	N/A	N/A	PRINCIPAL PAYMENT
							Cost Basis Allocation Factor:	0.000315215
	54.0000	N/A	N/A	04/10/12	3.04	N/A	N/A	PRINCIPAL PAYMENT
							Cost Basis Allocation Factor:	0.000352592
	54.0000	N/A	N/A	05/16/12	3.22	N/A	N/A	PRINCIPAL PAYMENT
							Cost Basis Allocation Factor:	0.000395985
	54.0000	N/A	N/A	06/12/12	2.73	N/A	N/A	PRINCIPAL PAYMENT
							Cost Basis Allocation Factor:	0.000325133
	54.0000	N/A	N/A	07/06/12	2.76	N/A	N/A	PRINCIPAL PAYMENT
							Cost Basis Allocation Factor:	0.000331733
	54.0000	N/A	N/A	08/10/12	2.79	N/A	N/A	PRINCIPAL PAYMENT
							Cost Basis Allocation Factor:	0.000328543

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# 2012 SUMMARY AMENDMENT

41-1289414

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Amended Date: 3/08/13

**Your Financial Advisor :**  
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MINNEAPOLIS, MN 55479  
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LIONS PRIDE FOUNDATION  
115 COTTAGE RD  
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## Year-End Account Summary

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### UNKNOWN TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2012

### SUPPLEMENTAL INFORMATION

Description (Box 8) Stock or Other Symbol (Box 1d)	Quantity Sold (Box 1e)	Unit Price	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Sales Price (Box 2a)*	Cost or Other Basis (Box 3)	Gain or Loss Amount	Transaction Description
	54.0000	N/A	N/A	09/12/12	2.85	N/A	N/A	PRINCIPAL PAYMENT Cost Basis Allocation Factor: 0.000313489
	54.0000	N/A	N/A	10/08/12	3.16	N/A	N/A	PRINCIPAL PAYMENT Cost Basis Allocation Factor: 0.000340007
	54.0000	N/A	N/A	11/19/12	2.92	N/A	N/A	PRINCIPAL PAYMENT Cost Basis Allocation Factor: 0.000321853
	54.0000	N/A	N/A	12/11/12	2.76	N/A	N/A	PRINCIPAL PAYMENT Cost Basis Allocation Factor: 0.000308018
					34.57	0.00	0.00	
<b>Subtotal</b>					114.98	0.00	0.00	

### TOTAL UNKNOWN TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

\*Box 2a Sales price less commissions and option premiums  
For some tax lots complete data is not available. Therefore, you may see N/A in the Proceeds, Gain/Loss columns, or Cost column. In these situations, you should determine the actual cost or proceeds and calculate the Gain/Loss.  
Please note that the totals and subtotals will include any available cost or proceeds, even if the Gain/Loss is marked N/A.

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**Additional Information**

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The investment firms do not provide book value for the investment assets. Taxpayer had been carrying book value and marked to market annually. However, since book value is not available, the valuation method was changed in 2006 to FMV. This did not affect the cash method of accounting used. No change in accounting methodology was required.

---

Therefore, at year end 2006, book value has been converted to FMV.

---

Form 990-PF, Page 1, Part I, Line 11

**Line 11 Stmt**

Other income	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Kinder Morgan	-4,188.		
Energy Transfer Ptnrs	-1,979.		
Total	-6,167.		

Form 990-PF, Page 1; Part I, Line 23

**Line 23 Stmt**

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Office Expense	2,025.			
State of MN -filing	25.			
Total	2,050.			

Form 990-PF, Page 10, Part XV, Line 2

**Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs**

Name Bucknam Associates  
Address 115 Cottage Road  
City, St, Zip, Phone Moultonboro NH 03254 (603) 253-8554  
E-mail \_\_\_\_\_

The form in which applications should be submitted and information and materials they should include  
Application may be made by letter, but all donees are required to

Any submission deadlines.

No submission deadline. Applications are accepted at any time

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

None

Name \_\_\_\_\_

Address \_\_\_\_\_

City, St, Zip, Phone \_\_\_\_\_

E-mail \_\_\_\_\_

The form in which applications should be submitted and information and materials they should include  
complete a Statement of Potential Donee. See copy attached.

Any submission deadlines.

and acted upon periodically

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

Form 990-PF, Page 1, Part I

**Line 16b - Accounting Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bucknam Assoc	Accounting	2,000.			
Total		<u>2,000.</u>			

Form 990-PF, Page 1, Part I

**Line 16c - Other Professional Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bucknam Assoc	management	2,000.			
Nat'l Registration Ag	management	25.			
Total		<u>2,025.</u>			

Form 990-PF, Page 2, Part II, Line 10b

**L-10b Stmt**

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See attached schedule	3,409,279.	3,409,279.
Total	<u>3,409,279.</u>	<u>3,409,279.</u>

**Supporting Statement of:**

Form 990-PF, pl/Line 5a(a)

Description	Amount
Vila Del Rio	-14,971.
Total	<u>-14,971.</u>

**Supporting Statement of:**

Form 990-PF, pl/Line 25(d)

Description	Amount
See attached schedule - statement 2	321,060.
Total	<u>321,060.</u>

**Supporting Statement of:**

Investments/Line 10b Book-1

Description	Amount
Wells Fargo a/c	3,409,279.
Total	<u>3,409,279.</u>



**LION'S PRIDE FOUNDATION  
2012 990PF  
GRANTS 2010**

**STATEMENT 2  
TIN 41-1289414**

		Public (X)	Restrictions			Public	Restrictions
<b>U S Open Finals</b> 55200 Paint Brush Pkwy College Park, MD 20740	6,810 00	X	none	<b>Endeavor Global</b> 900 Broadway New York, NY 10003	47,500 00	X	none
<b>Phillips Andover Academy</b> Andover, MA	4,000 00	X	none				
<b>Convent of the Sacred Heart</b> 1 East 91st St New York, NY 10128	201,600 00	X	none	<b>Valley Vineyard Church</b> 224 Mt Herman Rd Scotts Valley, CA 95066	20,000 00	X	none
<b>Mount Olivet Lutheran Church</b> 5025 Knox Avenue South Minneapolis, MN 554	16,200 00	X	none	<b>New York City Ballet</b> David H Koch Theater 20 Lincoln Center New York, NY 10023	3,750 00	X	none
<b>Yale University</b> Smilow Cancer Ctr New Haven, CT	11,000 00	X	none	<b>American Ballet Theater</b> 890 Broadway New York, NY 10003	3,600 00	X	none
<b>Central Park Conservancy</b> 14 East 60th Street New York, NY 10022	1,600 00	X	none	<b>New York Junior League</b> 130 East 80th St New York, NY 10075	5,000 00	X	none
	241,210 00				79,850 00		
				<b>Total</b>	321,060 00		

May 6, 2013

LION'S PRIDE FOUNDATION

2012

STATEMENT 1

TRUSTEES AND OFFICERS

Form 990 PF Page 6

Part VIII Line 1

Compensation over \$50,000

Name and Title	Address	Telephone	
Louis F. Polk Jr Trustee, President	435 East 52nd St New York, NY 10022	212-832-2662	0
Susan Bucknam Vice President, Treasurer	Bucknam Associates 115 Cottage Road Moultonborough, NH 03254	603/253-8554	0
Richard N. Flint Secretary	Gray Plant Mooty Mooty Bennett 500 IDS Center 80 South Eighth St Minneapolis, MN 55402	612/632-3065	0
Christy P. Goldspink Trustee	1005 Granite Ridge Dr Santa Cruz, CA 95065	831/426-7971	0
Anna C. Polk Trustee	435 East 52nd Street New York, NY 10022	212-832-2662	0
Johan M Cronholm Trustee	222 Ave E Snohomish, WA 98290	425-530-7936	0

LFPTRUSTEES 2005  
Revised Oct 26, 2008  
Revised 4/24/2010  
Revised 07/11/2011  
Revised 06/06/12