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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE TOM AND FRANCES LEACH FOUNDATION INC		A Employer identification number 45-6012703	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 1136		B Telephone number (see instructions) (701) 255-0479	
City or town, state, and ZIP code BISMARCK, ND 58502		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		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, col. (c), line 16) \$ 16,393,131		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
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.)			

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 (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	233	233	233	
	4 Dividends and interest from securities.	386,491	386,491	386,491	
	5a Gross rents	319,270	319,270	319,270	
	b Net rental income or (loss) 283,991				
	6a Net gain or (loss) from sale of assets not on line 10	22,103			
	b Gross sales price for all assets on line 6a 220,317				
	7 Capital gain net income (from Part IV, line 2)		22,103		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	272,388	272,358		
	12 Total. Add lines 1 through 11	1,000,485	1,000,455	705,994	
	13 Compensation of officers, directors, trustees, etc	33,000	13,200		19,800
	14 Other employee salaries and wages	20,871	8,348		12,523
	15 Pension plans, employee benefits	631	252		379
	16a Legal fees (attach schedule)	3,150	1,260		1,890
	b Accounting fees (attach schedule)	4,650	1,860		2,790
	c Other professional fees (attach schedule)	54,603	54,603		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	15,274	639		958
	19 Depreciation (attach schedule) and depletion	545			
	20 Occupancy	14,501	5,800		8,701
	21 Travel, conferences, and meetings	15,932	6,373		9,559
	22 Printing and publications	8,822	3,529		5,293
	23 Other expenses (attach schedule)	40,298	37,287		3,011
	24 Total operating and administrative expenses. Add lines 13 through 23	212,277	133,151		64,904
	25 Contributions, gifts, grants paid	491,750			491,750
	26 Total expenses and disbursements. Add lines 24 and 25	704,027	133,151		556,654
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	296,458			
	b Net investment income (if negative, enter -0-)		867,304		
	c Adjusted net income (if negative, enter -0-)			705,994	

Part II

Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	36,228	30,998	30,998
	2	Savings and temporary cash investments	48,509	85,419	85,419
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	8,338,665	8,433,010	8,697,387
	c	Investments—corporate bonds (attach schedule).	4,223,012	4,394,522	5,314,704
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	100,206	100,206	2,263,123
	14	Land, buildings, and equipment basis ▶ 14,347 Less accumulated depreciation (attach schedule) ▶ 13,492	1,400	855	1,400
Liabilities	15	Other assets (describe ▶ _____)	100	100	100
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	12,748,120	13,045,110	16,393,131
	17	Accounts payable and accrued expenses		532	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		532	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	12,748,120	13,044,578	
	25	Temporarily restricted			
	26	Permanently restricted			
		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 (see page 17 of the instructions)	12,748,120	13,044,578	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	12,748,120	13,045,110	

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	12,748,120
2	Enter amount from Part I, line 27a	2	296,458
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	13,044,578
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	13,044,578

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)	
1a					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (loss) (e) plus (f) minus (g)
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a					
b					
c					
d					
e					
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				22,103
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 }				

Part V

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))	
2011	613,954	14,112,926	0 04350	
2010	470,578	13,163,443	0 03575	
2009	493,077	11,497,333	0 04289	
2008	655,851	13,267,447	0 04943	
2007	680,437	13,742,031	0 04952	
2 Total of line 1, column (d).				0 22109
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				0 04422
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.				15,013,933
5 Multiply line 4 by line 3.				663,871
6 Enter 1% of net investment income (1% of Part I, line 27b).				8,673
7 Add lines 5 and 6.				672,544
8 Enter qualifying distributions from Part XII, line 4.				556,654

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <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	17,346
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	17,346
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	17,346
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,620	
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	13,620
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	11
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	3,737
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	Refunded	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ND _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶WWW LEACHFOUNDATION ORG				
14	The books are in care of ▶PAM DESROCHES Telephone no ▶(701) 255-0479 Located at ▶1720 BURNT BOAT ROAD BISMARCK ND ZIP +4 ▶58501			
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 ▶	15		
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		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
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 ▶ 20____, 20____, 20____, 20____			
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).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a

During the year did the foundation pay or incur any amount to

(1)

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

YesNo

(2)

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

YesNo

(3)

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

YesNo

(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).

YesNo

(5)

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

YesNo

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)?

5b

No

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?

YesNo

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?

YesNo

b

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

6b

No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

YesNo

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

No

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
See Additional Data Table				

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.

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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.		

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	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	13,333,797
b	Average of monthly cash balances.	1b	288,106
c	Fair market value of all other assets (see instructions).	1c	1,620,669
d	Total (add lines 1a, b, and c).	1d	15,242,572
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	
3	Subtract line 2 from line 1d.	3	15,242,572
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	228,639
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,013,933
6	Minimum investment return. Enter 5% of line 5.	6	750,697

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	750,697
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	17,346
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	17,346
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	733,351
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	733,351
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	733,351

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	556,654
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	556,654
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	556,654
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				733,351
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only.				
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007.				
b	From 2008. 5,504				
c	From 2009.				
d	From 2010.				
e	From 2011.				
f	Total of lines 3a through e.	5,504			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 556,654				
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).	0			
d	Applied to 2012 distributable amount.				556,654
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	5,504			5,504
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b.				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				171,193
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). . . .				
9	Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
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.				

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 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.					
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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 TOM AND FRANCES LEACH FOUNDATIO
PO BOX 1136
BISMARCK,ND 585021136
(701) 255-0479

b

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

APPLICANTS SUBMIT LETTER PROPOSALS INDICATING FUND UTILIZATION IF GRANTED THE LEACH FOUNDATION PROVIDES GRANT APPLICATION FORMS PRESCRIBED BY THE IRS

c

Any submission deadlines

JUNE 30

d

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

GRANTS ARE GIVEN ONLY TO ORGANIZATIONS WITH 501(C)(3) STATUS PREFERENCE IS GIVEN TO ORGANIZATIONS IN THE UPPER MIDWEST

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 See Additional Data Table				
Total			3a	1,129,250
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	233	
4 Dividends and interest from securities.			14	386,491	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	283,991	
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	22,103	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a THOMAS W LEACH TRUST			15	272,388	
b TAX-EXEMPT INTEREST			14		
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .				965,206	
13 Total. Add line 12, columns (b), (d), and (e).					965,206

[illegible]

<p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p> (1) Cash.</p> <p> (2) Other assets.</p> <p>b Other transactions</p> <p> (1) Sales of assets to a noncharitable exempt organization.</p> <p> (2) Purchases of assets from a noncharitable exempt organization.</p> <p> (3) Rental of facilities, equipment, or other assets.</p> <p> (4) Reimbursement arrangements.</p> <p> (5) Loans or loan guarantees.</p> <p> (6) Performance of services or membership or fundraising solicitations.</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.</p> <p>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</p>		Yes	No
	1a(1)		No
	1a(2)		No
	1b(1)		No
	1b(2)		No
	1b(3)		No
	1b(4)		No
	1b(5)		No
	1b(6)		No
	1c		No

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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 or fiduciary) is based on all information of which preparer has any knowledge.

*****	2013-05-13	*****	May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Signature of officer or trustee	Date	Title	

May the IRS discuss this return with the preparer shown below (see instr)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00086535
	Rhonda Mahlum	Rhonda Mahlum			
	Firm's name <input type="checkbox"/>	MAHLUM GOODHART PC		Firm's EIN <input type="checkbox"/>	
		204 E MAIN STREET			
	Firm's address <input type="checkbox"/>	MANDAN, ND 58554		Phone no (701) 663-9345	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DON CLEMENT	Director 2 00	4,500		
1526 GALLEON PLACE BISMARCK,ND 58504				
PAUL SCHLEISMAN	Director 2 00	4,500		
12600 MARION LANE WEST 103 MINNETONKA,MN 55305				
JOHN ROSWICK	Director 2 00	4,500		
PO BOX 761 BISMARCK,ND 58502				
TODD STEINWAND	SECR/TREAS 2 00	4,500		
400 E BROADWAY AVE BISMARCK,ND 58501				
WILLIAM DANIEL	Vice President 3 00	5,000		
304 EAST ROSSER SUITE 200 BISMARCK,ND 58501				
BRIAN BJELLA	President 3 00	5,000		
PO BOX 2798 BISMARCK,ND 585022798				
FRANK BAVENDICK	Chairman 3 00	5,000		
PO BOX 313 BISMARCK,ND 585020313				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
STATE HISTORICAL SOCIETY OF ND FDN PO BOX 1976 BISMARCK,ND 58502	NONE	501C3	SUPPORT OF HISTORICAL FOUNDATION OF ND	20,000
SPECIAL OLYMPICS ND 2616 S 26TH ST GRAND FORKS,ND 58201	NONE	501C3	SUPPORT OF SPECIAL OLYMPICS PROGRAMS IN ND	3,000
SLEEPY HOLLOW SUMMER THEATER PO BOX 675 BISMARCK,ND 58502	NONE	501C3	FUTURE COMMITMENT ADDITIONAL FUNDING FOR STAGE IMPROVEMENTS 4 PAYMENTS REMAINING	87,500
SLEEPY HOLLOW SUMMER THEATER PO BOX 675 BISMARCK,ND 58502	NONE	501C3	ADDITIONAL FUNDING FOR STAGE IMPROVEMENTS 1ST OF 5 PAYMENTS	12,500
ND REGIONAL TEEN CHALLENGE PO BOX 1143 MANDAN,ND 58554	NONE	501C3	FUTURE COMMITMENT SUPPORT CAPITAL IMPROVEMENTS AT FACILITY FOR ADDICTS WHO WANT TO ACHIEVE A DRUG-FREE LIFE 4 YEARS REMAINING ON PLEDGE	160,000
SCOTTISH RITE SPEECH THERAPY CENTER 1009 BASIN AVE BISMARCK,ND 58504	NONE	501C3	SUPPORT HEARING AND SPEECH SERVICES FOR CHILDREN	5,000
ND REGIONAL TEEN CHALLENGE PO BOX 1143 MANDAN,ND 58554	NONE	501C3	SUPPORT CAPITAL IMPROVEMENTS AT FACILITY FOR ADDICTS WHO WANT TO ACHIEVE A DRUG-FREE LIFE	40,000
ND EMS FOUNDATION 1622 E INTERSTATE AVE BISMARCK,ND 58503	NONE	501C3	SUPPORT EMS TRAINING PROGRAMS	2,500
MINOT STATE UNIVERSITY SPEC EDUC 500 UNIVERSITY DRIVE WEST MINOT,ND 58707	NONE	GOVT	SPECIAL EDUCATION SCHOLARSHIP	2,000
FARM RESCUE PO BOX 1100 JAMESTOWN,ND 58402	NONE	501C3	SUPPORT OPERATIONS AND TRAINING FARM RESCUE AIDS FAMILY FARMERS WHO HAVE SUFFERED A MAJOR INJURY, ILLNESS, OR NATURAL DISASTER TO PLANT OR HARVEST CROPS	5,000
THE BANQUET 502 N 4TH STREET BISMARCK,ND 58501	NONE	501C3	OPERATING FUNDS FOR COMMUNITY MEAL SERVED BY VOLUNTEERS FOR ANY AND ALL HOMELESS OR HUNGRY INDIVIDUALS	2,000
THEODORE ROOSEVELT MEDORA FOUNDATIO PO BOX 1696 BISMARCK,ND 58502	NONE	501C3	FUTURE COMMITMENT SPONSORSHIP TO SUPPORT KIDS ARE FREE PROGRAM AT THE MEDORA MUSICAL 1 PMT REMAINING ON PLEDGE	10,000
SLEEPY HOLLOW SUMMER THEATER PO BOX 675 BISMARCK,ND 58502	NONE	501C3	FUTURE COMMITMENT CAPITAL IMPROVEMENT OF THE STAGE AND SEATING 2 YEARS REMAINING ON PLEDGE	37,500
RONALD MCDONALD HOUSE CHARITIES PO BOX 7323 BISMARCK,ND 58502	NONE	501C3	FUTURE COMMITMENT EQUIPMENT PURCHASE OF A CARE MOBILE TO IMPROVE DENTAL CARE FOR LOW-INCOME AND UNDERSERVED CHILDREN IN WESTERN NORTH DAKOTA 2 YEARS REMAINING ON PLEDGE	37,500
MISSOURI VALLEY FAMILY YMCA PO BOX 549 BISMARCK,ND 58502	NONE	501C3	FUTURE COMMITMENT STRONG KIDS CAMPAIGN SUBSIDIZES THE CHILD YOUTH RECREATION PASSES, MEMBERSHIP SUMMER DAY CAMP AND SPLASH PROGRAMS 1 YEAR REMAINING ON PLEDGE	20,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
SANFORD LEACH KIDNEY DIALYSIS CTR 300 NORTH 7TH ST BISMARCK,ND 58501	NONE	501C3	FUTURE COMMITMENT CAPITAL IMPROVEMENT AT KIDNEY DIALYSIS CENTER 3 YEARS REMAINING ON PLEDGE	135,000
JAMESTOWN COLLEGE 6000 COLLEGE LANE JAMESTOWN,ND 58405	NONE	501C3	FUTURE COMMITMENT CAPITAL IMPROVEMENT PROJECT IN SCIENCE BUILDING 3 YEARS REMAINING ON PLEDGE	75,000
BISMARCK-MANDAN CHAMBER FOUNDATION 1640 BURNT BOAT DRIVE BISMARCK,ND 58503	NONE	501C3	FUTURE COMMITMENT CAPITAL FUNDING FOR BISMARCK COMMUNITY BOWL - 3 YEARS REMAINING ON PLEDGE	75,000
GREAT PLAINS ASSISTANCE DOGS FDN IN PO BOX 513 JUD,ND 58454	NONE	501C3	SUPPORT THE OUT-REACH PROGRAMS WHICH HELP MAKE SERVICES ACCESSIBLE AND AVAILABLE TO CLIENTS, DONORS, AND PUBLIC	4,000
SANFORD LEACH KIDNEY DIALYSIS CTR 300 NORTH 7TH ST BISMARCK,ND 58501	NONE	501C3	CAPITAL IMPROVEMENT, KIDNEY DIALYSIS CENTER EXPANSION, ADD 8 STATIONS FOR DIALYSIS 2ND OF 5 YR PLEDGE	45,000
JAMESTOWN COLLEGE 6000 COLLEGE LANE JAMESTOWN,ND 58405	NONE	501C3	CAPITAL FUNDING ON A CLASSROOM IN SCIENCE LABORATORY BUILDING 2ND PMT ON 5 YR PLEDGE	25,000
BISMARCK-MANDAN CHAMBER FOUNDATION 1640 BURNT BOAT DR BISMARCK,ND 58503	NONE	501C3	CAPITAL FUNDING FOR BISMARCK COMMUNITY BOWL IMPROVEMENTS 2ND PMT ON 5 YR PLEDGE	25,000
UNIV OF ND COMMUNICATIONS 221 CENTENNIAL DRIVE STOP 7169 GRAND FORKS,ND 58502	NONE	GOVT	FRANCES LEACH AND BLANCHE LYNCH MEMORIAL SCHOLARSHIP - AWARDED TO STUDENTS OF MERIT STUDYING IN THE FIELD OF COMMUNICATION AT UND	1,500
RONALD MCDONALD HOUSE CHARITIES-BIS PO BOX 7323 BISMARCK,ND 58502	NONE	501C3	EQUIPMENT PURCHASE OF A CARE MOBILE TO IMPROVE THE DENTAL CARE FOR LOW-INCOME AND UNDERSERVED CHILDREN (0-21 YRS OLD) IN WESTERN NORTH DAKOTA AS PART OF THE ORGANIZATION MISSION WHICH IS TO IMPROVE THE LIVES OF CHILDREN, THE MOBILE UNIT IS A 40 FOOT LONG TRUCK TO DELIVER PEDIATRIC DENTAL CARE TO CHILDREN WHERE THEY LIVE	18,750
TURTLE MOUNTAIN COMMUNITY COLLEGE PO BOX 340 BELCOURT,ND 58316	NONE	501C3	STUDENT SCHOLARSHIP FOR STUDENTS IN NEED OF FINANCIAL ASSISTANCE	5,000
THEODORE ROOSEVELT MEDORA FOUNDATIO PO BOX 1696 BISMARCK,ND 58502	NONE	501C3	SPONSORSHIP OF THE KIDS ARE FREE PROGRAM AT THE MEDORA MUSICAL FOR 5 SEASONS 4TH PMT OF 5 YEAR PLEDGE	10,000
MISSOURI VALLEY FAMILY YMCA PO BOX 549 BISMARCK,ND 58502	NONE	501C3	STRONG KIDS CAMPAIGN TO SUPPORT THE CHILD CARE YOUTH RECREATION PASSES, MEMBERSHIP SUMMER DAY CAMP AND SPLASH PROGRAMS 4TH PMT OF 5 YEAR PLEDGE	20,000
CHILD'S HOPE LEARNING CENTER INC 2921 N 19TH STREET BISMARCK,ND 58501	NONE	501C3	DEFRAY SALARY BUDGET FOR HIRING/RETAINING PERSONNEL FOR SPECIALIZED DAYCARE FOR CHILDREN 12 AGES OR UNDER WITH MULTIPLE DISABILITIES OR CONSIDERED AT-RISK	13,500
BISMARCK YOUNG LIFE 917 1/2 N 11TH STREET BISMARCK,ND 58501	NONE	501C3	GENERAL OPERATING BUDGET FOR YOUTH MINISTRY PROGRAMS TRAIN STAFF AND VOLUNTEER LEADERS TO BE POSITIVE MENTORS AND ROLE MODELS	25,000
VOLUNTEER CAREGIVER EXCHANGE 600 S 2ND ST STE 8 BISMARCK,ND 58504	NONE	501C3	GENERAL OPERATIONAL COSTS TO PROMOTE THE SERVICES TO THE COMMUNITY SO MORE SENIORS HAVE THE ADVANTAGE OF ACCESS TO ASSISTANCE WHILE MAINTAINING THEIR RESIDENCES	5,000


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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED TRIBES TECHNICAL COLLEGE 3315 UNIVERSITY DR S BISMARCK,ND 58504	NONE	501C3	OPPORTUNITIES IN THE MAKING SCHOLARSHIP PROGRAM	5,000
TRI-COUNTY SENIOR MEALS SERVICES 124 SOUTH MAIN AVENUE RUGBY,ND 58368	NONE	501C3	FUND HOME DELIVERY MEALS IN TOWNER, ND	2,000
THEO ART SCHOOL OF BISMARCK 1810 SCHAFER ST STE 5 BISMARCK,ND 58501	NONE	501C3	EXPANDING ART EDUCATION PROGRAMS THROUGHOUT THE CITY BY OFFERING THEM IN CONJUNCTION WITH THE BISMARCK PARKS AFTER SCHOOL PROGRAMS FUNDS ALLOW STUDENTS WHO OTHERWISE COULDN'T AFFORD TO ATTEND CLASSES TO PARTICIPATE	3,000
SLEEPY HOLLOW SUMMER THEATRE PO BOX 675 BISMARCK,ND 58502	NONE	501C3	CAPITAL IMPROVEMENT OF THE STAGE AND SEATING OF THE AMPHITHEATRE 3RD PMT ON 5 YR PLEDGE	18,750
SALVATION ARMY OF BISMARCK MANDAN 601 S WASHINGTON BISMARCK,ND 58504	NONE	501C3	GENERAL OPERATION OF THE RECREATIONAL FACILITIES WITH GYM, TUTORING, COMPUTER LAB AND OTHER SERVICES WHICH MAY NOT BE AVAILABLE TO PARTICIPANTS BASED ON ECONOMIC RESTRAINTS	12,000
SADD INC ND BISMARCK-MANDAN CHAPTER PO 743 HILLSBORO,ND 58045	NONE	501C3	SUPPORT THE GENERAL OPERATIONS OF THE BISMARCK-MANDAN CHAPTER THIS PROGRAM EMPOWERS YOUTH TO ADDRESS IMPORTANT ISSUES IN THEIR LIVES SUCH AS ALCOHOL/DRUG/TOBACCO USE, IMPAIRED DRIVING, SUICIDE, AND SEXUAL BEHAVIOR WITH POSITIVE WAYS TO HELP THEM MAKE BETTER CHOICES AND DECISIONS	5,000
RUTH MEIERS HOSPITALITY HOUSE INC PO BOX 2092 BISMARCK,ND 58502	NONE	501C3	SUPPORT HEALTH CARE FOR HOMELESS INDIVIDUALS	10,000
PRIDE INDUSTRIES INC PO BOX 4086 BISMARCK,ND 58502	NONE	501C3	SPONSOR CELEBRATION OF TREES FUNDRAISER TO COVER SPECIAL NEEDS OR ITEMS AND EVENTS THAT ARE NOT FUNDED BY STATE FOR NEEDY UNPRVILEGED YOUTH/ADULTS	3,000
ND LEADERSHIP SEMINAR INC PO BOX 2803 BISMARCK,ND 58502	NONE	501C3	SUPPORT STUDENT SEMINAR FOR 130 TOP HIGH SCHOOL SOPHOMORES IN AN EDUCATIONAL 3-DAY CONFERENCE ON LEADERSHIP & COMMUNITY SERVICE SKILLS	1,500
ND FFA FOUNDATION INC 309 NORTH MANDAN STREET BISMARCK,ND 58501	NONE	501C3	FFA LEADERSHIP DEVELOPMENT CONFERENCE FOR "GREENHANDS" - A MOTIVATIONAL AND LEADERSHIP PROGRAM FOR 1ST YEAR FFA MEMBERS STRESSING LEADERSHIP - CITIZENSHIP DEVELOPMENT, GOAL SETTING, DEALING WITH PEER PRESSURE, PERSONAL VALUES, AND CAREERS	6,000
MISSOURI SLOPE AREA WIDE UNITED WAY PO BOX 2111 BISMARCK,ND 58502	NONE	501C3	"UNITED WAY" CAMPAIGN SERVING 76 HUMAN SERVICES PROGRAMS IN THE BISMARCK-MANDAN AREA, SUPPORTS OVER 40,000 PEOPLE THE DOLLY PARTON IMAGINATION LIBRARY PROGRAM TO MAKE READING ACCESSIBLE TO PRESCHOOL CHILDREN	15,000
MINOT STATE UNIVERSITY 500 UNIVERSTIY AVE W MINOT,ND 58707	NONE	GOVT	OUTSTANDING MUSIC STUDENT SCHOLARSHIP AWARD FOR A JUNIOR YEAR STUDENT PURSUING A DEGREE IN MUSIC	4,500
GOLDEN AGE CLUB MANDAN ND PO BOX 267 MANDAN,ND 58554	NONE	501C3	SUPPORT CONGREGATE & HOME-DELIVERED MEALS TO KEEP SENIORS IN GOOD HEALTH AND PROVIDE SOCIAL ACTIVITIES	6,000
JAMESTOWN COLLEGE 6000 COLLEGE LANE JAMESTOWN,ND 58405	NONE	501C3	CONTINUED SUPPORT OF EXISTING JC TOM AND FRANCES LEACH FOUNDATION SCHOLARSHIP FUND WITH CASH AWARDS MADE ON ANNUAL BASIS TO A STUDENT WHO WILL ACHIEVE A DEGREE DURING THE AWARD YEAR FOR ARTS, HUMANITIES, OR NURSING STUDENTS	5,000
GIRL SCOUTSDAKOTA HORIZONS - ND 1421 S 12TH ST BISMARCK,ND 58504	NONE	501C3	SUPPORT OPERATIONS OF GIRL SCOUT OPERATIONS	6,500

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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				
GATEWAY TO SCIENCE CENTER INC 1810 SCHAFER ST STE 1 BISMARCK,ND 58501	NONE	501C3	WORK MENTORSHIP PROGRAM - CENTER PROVIDES HANDS-ON SCIENCE EDUCATION PRESENTED TO PUBLIC BY HIGH SCHOOL AND COLLEGE STUDENTS WHO SHARE INTERACTIVE EXHIBITS AND DISPLAYS STUDENTS IN THE PROGRAM RECEIVE PART-TIME WORKING OPPORTUNITIES TO LEARN BASIC WORK SKILLS FROM TRAINED STAFF MEMBERS	5,000
FELLOWSHIP OF CHRISTIAN ATHLETES PO BOX 961 BISMARCK,ND 58502	NONE	501C3	YOUTH MINISTRY PROGRAM ON 44 CAMPUSES IN ND - TO HELP ADOLESCENTS AND ATHLETES MAKE POSITIVE CHOICES WITH CHALLENGES TO REMAIN CHEMICAL FREE	10,000
DAKOTA STAGE LIMITED 412 E MAIN ST BISMARCK,ND 58501	NONE	501C3	SUPPORT SHADE TREE PLAYERS PROGRAM	2,500
CHARLES HALL YOUTH SERVICES PO BOX 1995 BISMARCK,ND 58502	NONE	501C3	IMPACT CREATIVE ARTS PROGRAM FOR SHELTERED AT-RISK YOUTH PROVIDE A MENTORING PROGRAM WITH LOCAL ARTISTS TO DEVELOP SKILLS AND EXPLORE THE WORLD IN A DIFFERENT MEDIUM	10,000
CENTRAL DAKOTA HUMANE SOCIETY 2090 37TH ST N MANDAN,ND 58554	NONE	501C3	VETERINARY COSTS FOR SHELTER ANIMALS THIS CARE IS NEEDED AND PART OF THE REHABILITATION PROCESS FOR EACH ANIMAL TO PREPARE THEM FOR ADOPTION INTO A PERMANENT HOME	5,000
CENTRAL DAKOTA CHILDREN'S CHOIR 1810 SCHAFER ST STE 4 BISMARCK,ND 58501	NONE	501C3	ELEMENTARY CONCERT SERIES FOR 2ND & 3RD GRADE STUDENTS IN BURLEIGH & MORTON COUNTIES THE ANNUAL EVENT DRAWS 1,600 STUDENTS AND EDUCATORS TOGETHER FOR THE SPRING CONCERT	1,250
BOY SCOUTS OF AMERICA NORTHERN LIGH 301 S 7TH STREET FARGO,ND 58103	NONE	501C3	BISMARCK COUNCIL SERVICE CENTER SERVES NEEDS OF LOCAL SCOUT PROGRAMS IN BISMARCK - MANDAN AND SURROUNDING AREA	5,000
BISMARCK STATE COLLEGE FOUNDATION PO BOX 5587 BISMARCK,ND 58502	NONE	501C3	TOM AND FRANCES LEACH MEMORIAL MUSIC SCHOLARSHIP AWARDED FOR OUTSTANDING STUDENT PARTICIPATION, PERFORMANCE, AND DEVELOPMENT OF MUSIC EDUCATION	3,500
BISMARCK PUBLIC SCHOOLS FOUNDATION 806 N WASHINGTON ST BISMARCK,ND 58501	NONE	501C3	OPERATIONAL COSTS FOR AN ELEMENTARY SCHOOL DRAMA PROGRAM	5,000
BISMARCK MEALS ON WHEELS INC PO BOX 2132 BISMARCK,ND 58502	NONE	501C3	FUNDS COVER A PART-TIME PERSON TO COORDINATE PROGRAM & OVERSEE MEAL DELIVERY BY VOLUNTEERS THIS GROUP DOES NOT RECEIVE ANY FEDERAL FUNDS FOR MEALS, THEY SERVE ANYONE IN NEED PROVIDE MEALS 5 DAYS A WEEK FOR ELDERLY OR HANDICAPPED PERSONS	10,000
BISMARCK LAW ENFORCEMENT CHAPLAINCY 700 S 9TH ST BISMARCK,ND 58504	NONE	501C3	MINISTRY ASSISTANCE TO ENHANCE AND TRAIN EMERGENCY PERSONNEL ON "CRITICAL INCIDENT STRESS" THIS INCLUDES SPECIALIZED TRAINING IN THE FIELD OF CRISIS INTERVENTION AND THE NEED TO TAKE CARE OF OUR EMERGENCY PERSONNEL TO HELP THEM REMAIN ON DUTY AFTER TRAUMATIC EVENTS ON THE JOB	4,000
BISMARCK ART GALLERIES ASSOCIATION 422 EAST FRONT AVENUE BISMARCK,ND 58504	NONE	501C3	SPONSORSHIP OF 12 EXHIBITS AND STUDENT EXHIBITS FOR BISMARCK PUBLIC HIGH SCHOOLS, BIS TECH CENTER, AND ITV RURAL ART STUDENTS	4,000
BISMARCK-MANDAN ORCHESTRAL ASSOCIAT PO BOX 2031 BISMARCK,ND 58502	NONE	501C3	SUPPORT GENERAL BUDGET	10,000
BISMARCK-MANDAN CIVIC CHORUS PO BOX 2566 BISMARCK,ND 58502	NONE	501C3	SUPPORT SEASON BUDGET	3,500
BIG BROTHERSBIG SISTERS 600 SOUTH 2ND STREET SUITE 8 BISMARCK,ND 58504	NONE	501C3	MENTOR MATCH PROGRAM WILL PLACE CHILDREN AT-RISK FROM SINGLE PARENT HOMES WITH SCREENED CARING ADULT VOLUNTEERS VOLUNTEERS ARE PROFESSIONALLY-SUPPORTED ROLE MODELS FOR 20 CHILDREN AT-RISK FUNDING NEEDED FOR A SOCIAL/STAFF WORKERS TIME REQUIRED TO COMPLETE EACH MENTOR MATCH AND ALL THE NECESSARY CASEWORK EVALUATIONS	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN DIABETES ASSOCIATION 1323 23RD STREET SOUTH SUITE C FARGO,ND 58103	NONE	501C3	CAMP SIOUX PROGRAM ASSISTANCE FOR TWO 1-WEEK TUITION-FREE SESSIONS FOR INSULIN DEPENDENT CHILDREN AGE 8-14	5,000
ABUSED ADULT RESOURCE CENTER PO BOX 5003 BISMARCK,ND 58502	NONE	501C3	ASSISTANCE FOR WOMEN/FAMILIES OF DOMESTIC VIOLENCE/SEXUAL ASSAULT	10,000
Total  3a				1,129,250

TY 2012 Accounting Fees Schedule**Name:** THE TOM AND FRANCES LEACH FOUNDATION INC**EIN:** 45-6012703**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,650	1,860	0	2,790

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

TY 2012 Depreciation Schedule

Name: THE TOM AND FRANCES LEACH FOUNDATION INC

EIN: 45-6012703

Software ID: 12000229

Software Version: 2012v2.0

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
DELL COMPUTER	2010-02-17	741	222	54	20 00 %	148			
SHARP DIGITAL COPIER	2009-01-02	1,057	528	54	20 00 %	211			
BASYX OFFICE CHAIR	2008-10-17	320	161	54	14 29 %	46			
FUJITSU SCANNER	2008-09-15	512	357	54	20 00 %	102			
9 CHAIRS/2 TABLES	2005-08-31	500	462	58	7 14 %	38			

**TY 2012 Investments Corporate
Bonds Schedule****Name:** THE TOM AND FRANCES LEACH FOUNDATION INC**EIN:** 45-6012703**Software ID:** 12000229**Software Version:** 2012v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS HELD AT US BANK	4,394,522	5,314,704

**TY 2012 Investments Corporate
Stock Schedule****Name:** THE TOM AND FRANCES LEACH FOUNDATION INC**EIN:** 45-6012703**Software ID:** 12000229**Software Version:** 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMONFUNDS	8,433,010	8,697,387

TY 2012 Investments - Other Schedule**Name:** THE TOM AND FRANCES LEACH FOUNDATION INC**EIN:** 45-6012703**Software ID:** 12000229**Software Version:** 2012v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OIL & GAS PROPERTIES	AT COST	100,206	2,263,123

TY 2012 Land, Etc. Schedule**Name:** THE TOM AND FRANCES LEACH FOUNDATION INC**EIN:** 45-6012703**Software ID:** 12000229**Software Version:** 2012v2.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Improvements	3,228	3,228		
Furniture and Fixtures	11,119	10,264	855	1,400

TY 2012 Legal Fees Schedule

Name: THE TOM AND FRANCES LEACH FOUNDATION INC

EIN: 45-6012703

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal	3,150	1,260	0	1,890

TY 2012 Other Assets Schedule

Name: THE TOM AND FRANCES LEACH FOUNDATION INC

EIN: 45-6012703

Software ID: 12000229

Software Version: 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEPOSIT - KOPP PROPERTY	100	100	100

TY 2012 Other Expenses Schedule**Name:** THE TOM AND FRANCES LEACH FOUNDATION INC**EIN:** 45-6012703**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Rental Expenses	35,279	35,279		
INSURANCE	5,019	2,008		3,011

TY 2012 Other Income Schedule**Name:** THE TOM AND FRANCES LEACH FOUNDATION INC**EIN:** 45-6012703**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
THOMAS W LEACH TRUST	272,388		

TY 2012 Other Professional Fees Schedule**Name:** THE TOM AND FRANCES LEACH FOUNDATION INC**EIN:** 45-6012703**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	1,985	1,985	0	0
INVESTMENT MANAGEMENT FEES	52,618	52,618	0	0

TY 2012 Taxes Schedule**Name:** THE TOM AND FRANCES LEACH FOUNDATION INC**EIN:** 45-6012703**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX ON INVESTMENT INCOME	13,677			
PAYROLL TAXES	1,597	639		958