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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****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 endingThe Leightman Maxey Foundation
PO Box 907
Medford, OR 97501

A	Employer identification number 47-6261291
B	Telephone number (see the instructions) 541-734-9322
C	If exemption application is pending, check here <input type="checkbox"/>
D 1	Foreign organizations, check here <input type="checkbox"/>
2	Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 6,252,659.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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	69.	69.	N/A	
	4 Dividends and interest from securities	183,712.	183,712.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	101,995.			
	b Gross sales price for all assets on line 6a	1,029,473.			
	7 Capital gain net income (from Part IV, line 2)		101,995.		
	8 Net short-term capital gain				
	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)	5,551.				
12 Total. Add lines 1 through 11	291,327.	285,776.			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc.	102,225.			102,225.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	2,240.			2,240.
	c Other prof fees (attach sch) See St 3	66,311.	60,011.		6,300.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 4	624.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,868.			3,868.
	22 Printing and publications	40.			40.
	23 Other expenses (attach schedule) See Statement 5	12,474.	32.		12,442.
	24 Total operating and administrative expenses. Add lines 13 through 23	187,782.	60,043.		127,115.
	25 Contributions, gifts, grants paid Part XV	190,649.			160,649.
26 Total expenses and disbursements. Add lines 24 and 25	378,431.	60,043.		287,764.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-87,104.				
b Net investment income (if negative, enter -0)		225,733.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments		1,219,849.	235,386.	235,386.
	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)				
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) Statement 6		4,633,067.	6,017,273.	6,017,273.	
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)		5,852,916.	6,252,659.	6,252,659.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable		67,309.	30,000.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)		67,309.	30,000.		
NET FUND ASSETS OR	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		5,785,607.	6,222,659.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		5,785,607.	6,222,659.	
	31	Total liabilities and net assets/fund balances (see instructions)		5,852,916.	6,252,659.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,785,607.
2	Enter amount from Part I, line 27a	2	-87,104.
3	Other increases not included in line 2 (itemize) See Statement 7	3	524,156.
4	Add lines 1, 2, and 3	4	6,222,659.
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	6,222,659.

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 Capital Gain Distributions		P	Various	Various
b Sales of Publicly Traded Securities		P	Various	Various
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 84,232.			84,232.
b 945,241.		927,478.	17,763.
c			
d			
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			84,232.
b			17,763.
c			
d			
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	101,995.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<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	0.

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	327,815.	6,097,948.	0.053758
2010	278,693.	6,062,506.	0.045970
2009	245,697.	5,639,991.	0.043563
2008	324,167.	7,014,663.	0.046213
2007	335,366.	8,317,468.	0.040321

2 Total of line 1, column (d)	2	0.229825
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	0.045965
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,996,326.
5 Multiply line 4 by line 3	5	275,621.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,257.
7 Add lines 5 and 6	7	277,878.
8 Enter qualifying distributions from Part XII, line 4	8	287,764.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,257.
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	2,257.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,257.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	4,894.	
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	4,894.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,637.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <u>2,637.</u> Refunded <u>0.</u>	11	0.	

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 Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <u>\$ 0.</u> (2) On foundation managers <u>\$ 0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <u>\$ 0.</u>		
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 Form 990-T for this year?	N/A	
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 XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>OR</u>		
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>www.leightmanmaxeyfoundation.org</u>	13	X	
14	The books are in care of <u>Dee Ann Harris</u> Telephone no. <u>541-734-9322</u> Located at <u>PO Box 907 Medford, OR</u> ZIP + 4 <u>97501</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</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		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country				

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

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

	Yes	No
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
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>		
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)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	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?N/A ☐ 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.

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?

N/A

Part VIII: Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (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
Dee Ann Harris PO Box 907 Medford, OR 97501	Trustee 40.00	79,500.	22,725.	0.
	*Compensation as a Key Employee not as Board Member			

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

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

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

☐ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

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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	1 a	5,794,684.
b	Average of monthly cash balances	1 b	292,957.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	6,087,641.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,087,641.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	91,315.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,996,326.
6	Minimum investment return. Enter 5% of line 5	6	299,816.

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	299,816.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	2,257.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	2,257.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	297,559.
4	Recoveries of amounts treated as qualifying distributions	4	5,551.
5	Add lines 3 and 4	5	303,110.
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	303,110.

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	1 a	287,764.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	287,764.
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	2,257.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	285,507.

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.

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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				303,110.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			85,566.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 287,764.				
a Applied to 2011, but not more than line 2a			85,566.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				202,198.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				100,912.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

BAA

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N/A

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

- (4) Gross investment income**

[illegible]

1 Information Regarding Foundation Managers:

- None

- None

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

See Statement 8

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

See Statement for Line 2a

- c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See Statement 9				
Total			3a	160,649.
<i>b Approved for future payment</i>				
Rogue Valley Farm to School PO Box 898 Ashland, OR 97520	N/A	509(a) (1)	Staff Increase	15,000.
Siskiyou Community Health Center 1701 NW Hawthorne Ave Grants Pass, OR 97526	N/A	509(a) (1)	General Support	15,000.
Total			3b	30,000.

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

[illegible]

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Return of Grants	\$ 5,551.		
Total	<u>\$ 5,551.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	\$ 2,240.			\$ 2,240.
Total	<u>\$ 2,240.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 2,240.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	\$ 60,011.	\$ 60,011.		
Other Professional Fees	6,300.			\$ 6,300.
Total	<u>\$ 66,311.</u>	<u>\$ 60,011.</u>	<u></u>	<u>\$ 6,300.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Oregon Tax	\$ 624.			
Total	<u>\$ 624.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 0.</u>

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Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Fees	\$ 32.	\$ 32.		
Computer Services	6,882.			\$ 6,882.
Insurance	1,614.			1,614.
Membership Dues	695.			695.
Misc. Operating Expenses	426.			426.
Payroll Service	1,261.			1,261.
Postage & Delivery	398.			398.
Supplies	649.			649.
Telephone	517.			517.
Total	\$ 12,474.	\$ 32.		\$ 12,442.

Statement 6
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Publicly Traded Securities			
Vanguard Dividend Gwth Fd, 17,664.314 Sh	Mkt Val	\$ 293,933.	\$ 293,933.
Matthews Asia Small Cap 3,056.476 Sh	Mkt Val	55,414.	55,414.
Oakmark Select Fund 7,568.066 Sh	Mkt Val	234,383.	234,383.
Pimco All Asset Instl Cl 92,759.745 Sh	Mkt Val	1,028,706.	1,028,706.
Primecap Odyssey Aggr 12,226.929 Sh	Mkt Val	238,181.	238,181.
Royce Special Equity Fund 10,694.161 Sh	Mkt Val	225,968.	225,968.
Vanguard Energy Fund 2,249.436 Sh	Mkt Val	133,212.	133,212.
Vanguard Intl Explorer 9,547.577 Sh	Mkt Val	140,445.	140,445.
Vanguard Precious Metals 6,952.539 Sh	Mkt Val	110,893.	110,893.
Vanguard REIT, 1,000 Sh	Mkt Val	65,800.	65,800.
Fidelity New Mkts Income, 14,139.599 Sh	Mkt Val	251,685.	251,685.
Fidelity Strategic 20,475.364 Sh	Mkt Val	0.	0.
Doubleline Total Return, 22,396.958 Sh	Mkt Val	253,758.	253,758.
Fidelity Conserv Incm Bd, 15,034.93 Sh	Mkt Val	150,800.	150,800.
Fidelity Floating Rate, 23,450.281 Sh	Mkt Val	232,627.	232,627.
Loomis Sayles Bond Fd, 17,289.073 Sh	Mkt Val	260,373.	260,373.
Matthews Asian Growth, 6,482.611 Sh	Mkt Val	120,641.	120,641.
Oppenheimer Developing, 6,105.48 Sh	Mkt Val	212,959.	212,959.
Touchstone Sands Capital, 23,047.44 Sh	Mkt Val	288,554.	288,554.
Ishares Trust, 2,000 Sh	Mkt Val	0.	0.
Vanguard Bd Index Fd, 2,000 Sh	Mkt Val	0.	0.
Central Fd CDA, 4,000 Sh	Mkt Val	84,120.	84,120.
Vanguard Inflation Protect, 7,334.525 Sh	Mkt Val	106,571.	106,571.
Brown Cap Mgmt Small, 2,076.32 Sh	Mkt Val	105,041.	105,041.
Fairholme Fund, 6,502.441 Sh	Mkt Val	204,437.	204,437.
Glenmede Small Cap Eq, 8,844.34 Sh	Mkt Val	164,770.	164,770.
Harpor Commodity Real, 11,676.693 Sh	Mkt Val	83,138.	83,138.
Harbor Int'l Fund, 1,717.166 Sh	Mkt Val	106,670.	106,670.
Matthews Asia Div Fund, 8,574.642 Sh	Mkt Val	125,018.	125,018.
T Rowe Price Blue Chip, 2,490.657 Sh	Mkt Val	113,649.	113,649.
Third Ave Real Estate Fd, 7,806.504 Sh	Mkt Val	198,051.	198,051.
Thornburg Intl Val Fund, 9,194.324 Sh	Mkt Val	258,269.	258,269.

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Statement 6 (continued)
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Publicly Traded Securities</u>			
Westport Select Cap Fd, 6,220.506 Sh	Mkt Val	\$ 116,447.	\$ 116,447.
Market Vectors ETF Trust, 1,000 Sh	Mkt Val	52,760.	52,760.
	Total	<u>\$ 6,017,273.</u>	<u>\$ 6,017,273.</u>

Statement 7
Form 990-PF, Part III, Line 3
Other Increases

FMV Adjustmnet of Investments		\$ 524,156.
	Total	<u>\$ 524,156.</u>

Statement 8
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	Dee Ann Harris
Care Of:	Leightman Maxey Foundation
Street Address:	PO Box 907
City, State, Zip Code:	Medford, OR 97501
Telephone:	541-734-9322
E-Mail Address:	
Form and Content:	See Statement 10
Submission Deadlines:	See Statement 10
Restrictions on Awards:	See Statement 10

Statement 9
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Kids Unlimited 821 N. Riverside Avenue Medford, OR 97501	N/A	509(a) (1)	A Place at the Table	\$ 15,809.
Assn of Small Foundations 1720 N. Street NW Washington, DC 20036	N/A	509(a) (2)	General Operating Support	500.

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Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Consumer Credit Counseling Svc 820 Crater Lake Avenue #202 Medford, OR 97504	N/A	509(a) (1)	General Operating Support	\$ 15,000.
Financial Stewardship Resources Inc PO Box 1600 Philomath, OR 97370	N/A	509(a) (2)	Southern Oregon Nonprofit Board Member Training	3,000.
South. Oregon Child & Family Council Inc PO Box 3697 Central Point, OR 97502	N/A	509(a) (1)	Listo Family Literacy Program	15,000.
Coalition for Kids, Inc. 223 SE M Street Grants Pass, OR 97526	N/A	509(a) (1)	Money \$marts Financial Literacy Program Development	13,840.
Medford School District 549C 500 Monroe Street Medford, OR 97501	N/A	School	Kennedy Fruit and Vegetable Grant; Central Medford High School Nutrition Education	15,000.
The Job Council 673 Market Street Medford, OR 97504	N/A	Gov't	Work Readiness Project; Support Services	16,500.
United Way of Jackson County 769 Spring Street Medford, OR 97504	N/A	509(a) (1)	CASH (Creating Assets, Savings and Hope) Jackson County	5,000.
Family Nurturing Center 212 N Oakdale Avenue Medford, OR 97501	N/A	509(a) (1)	Healthy Food for Healthy Families	14,000.
Family Solutions 1836 Fremont Street Ashland, OR 97520	N/A	509(a) (1)	All Around the Kitchen	10,000.
Junior League of Jackson County PO Box 1504 Medford, OR 97501	N/A	509(a) (1)	Kids In the Kitchen	500.

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Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
La Clinica del Valle Family Health Ctr 3617 South Pacific Hwy Medford, OR 97501	N/A	509(a) (1)	La Clinica/Kids Health Connection's ShapeDown Pilot Project	\$ 15,000.
Oregon Parent Center PO Box 216 Wolf Creek, OR 97497	N/A	509(a) (1)	General Support	5,500.
Access, Inc. PO Box 4666 Medford, OR 97501	N/A	509(a) (1)	Rogue Valley Flood System Planning Project	1,000.
Rogue Valley Farm to School P.O. Box 898 Ashland, OR 97520	N/A	509(a) (1)	General Support	15,000.

Total \$ 160,649.

Statement 10
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Foundation Mission

To provide educational experiences related to careers, finance and, nutrition for individuals to encourage and enable them to be self-reliant, productive members of society.

Purpose

The Leightman Maxey Foundation is a private foundation that distributes grants in support of nonprofit organizations whose services are in line with the mission of the Foundation. Funding priority is given to those organizations serving 'at risk' clients.

Grants may be awarded in any of the following three categories:

- Career - work programs , employable skills programs, employment seeking preparation
- Finance - budgeting, judicious use of credit, living within one's means
- Nutrition - shopping for and preparing healthy, economical meals

Grants may be awarded in any of the following three categories:

- Capacity Building - The intention of a capacity building grant is to strengthen a nonprofits performance and improve organizational effectiveness. The following are examples of activities that would fall under this category: Strategic planning, organizational assessment, board development, collaboration and strategic restructuring, marketing and communications, technology and information systems, volunteer recruitment and management
- General Operating- The intention of an unrestricted general operating grant is to support a nonprofit organizations mission rather than a specific project/program. These represent funds needed to sustain day to day operations. The following are examples of activities that would fall under this category: salaries, office expenses (rent, utilities, etc.)
- Project/Program - The intention of a project/program grant is to provide funds for a specific endeavor. It may be either a one time event and/or ongoing. The following are examples of activities that would fall under this category: job skills training, financial education classes, nutrition/cooking classes for clients.

Eligibility Considerations and Requirements

Grant requests are considered only from organizations that are established nonprofit, tax-exempt, charitable organizations and public entities. It is the applicant's responsibility to ensure that their organization is recognized by the IRS as a tax-exempt organization before submitting an application. The Foundation follows these general practices:

- Grants are not made to or for any of the following purposes:
 1. Individuals
 2. Projects seeking to influence elections, political candidates or legislation.
- The Foundation limits its funding to Southern Oregon, specifically Jackson, Josephine, Klamath and Curry counties.
- The Foundation makes grants up to \$15,000.00.
- Multiyear grants may be awarded. They will be limited to two years with the second year of funding being contingent upon a satisfactory report being received from the grantee at the end of the first years funding period.
- The Foundation will consider only one grant request from the same organization in a twelve month period, unless an additional request is invited by the Foundation.
- A Final Report for any previous funding must be received by the Foundation

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before another application from a previous grantee will be considered.

Application Procedures and Deadlines

The Foundation has an online application process. Proposals sent by mail or fax will not be accepted. Late applications will not be considered.

There are two grant application deadlines a year: March 1 & September 1

Application Review

The Foundation will acknowledge each application received. During the grant review period, the Foundation may request an interview with, or a site visit to, the applicant organization in order to gain more information about the organization and its proposal. Additional written material may also be requested. Throughout this time, applicants are encouraged to notify the Foundation of any changes regarding the application, including pending and awarded funds. Final grant decisions will be announced approximately 10-12 weeks after each deadline. The Foundation cannot expedite a funding decision. Please do not contact the Foundation during the review period with questions regarding the status of your application. Not all applications move through the review process in the same manner or at the same rate.

All applicants will be advised as to the outcome of their proposals. All decisions are final. The Leightman Maxey Foundation endeavors to serve people throughout Southern Oregon. Despite this commitment, the foundation is unable to support every request received. Denial of a grant should not necessarily be considered a reflection on the quality of a project or the worthiness of an organization.

Payments and Reporting

Grant awards are paid upon receipt of the signed grant agreement.

Every organization receiving a grant from the Leightman Maxey Foundation has a responsibility to report on the use of the funds granted. The Foundation must receive this report before considering any further grant applications from the same organization. Reporting guidelines are provided with each of the Foundation's grant awards and can be found in detail on the Foundation's website. Unless otherwise indicated at the time disbursement is made, reports are required annually until the entire grant has been expended. The Foundation values final reports. Failure to report as required by the Foundation could influence future grant decisions.

The Leightman Maxey Foundation is continually evolving and refining its processes and priorities. Please check the Foundation's website for updates.