



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



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

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

2012

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

LESLIE FAMILY FOUNDATION

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

738 WESTRIDGE DRIVE

A Employer identification number

68-0474709

B Telephone number

(650) 561-1227

City or town, state, and ZIP code

PORTOLA VALLEY, CA 94028-7333

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, col. (c), line 16)

J Accounting method Cash Accrual

► \$ 28,569,091. (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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	2,728,108.		N/A	
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	466,209.	466,209.	STATEMENT 1	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,134,126.			
b	Gross sales price for all assets on line 6a	5,051,972.			
7	Capital gain net income (from Part IV, line 2)		1,134,126.		
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 or (loss)				
11	Other income	-17,573.	-32,312.	STATEMENT 2	
12	Total. Add lines 1 through 11	4,310,870.	1,568,023.		
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	STMT 3	132.	0.	132.
b	Accounting fees	STMT 4	29,000.	0.	29,000.
c	Other professional fees	STMT 5	176,962.	159,612.	17,350.
17	Interest				
18	Taxes	STMT 6	26,861.	0.	185.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	87,306.	84,739.	2,567.	
25	Contributions, gifts, grants paid	320,261.	244,351.	49,234.	
26	Total expenses and disbursements. Add lines 24 and 25	1,295,000.		1,295,000.	
		1,615,261.	244,351.	1,344,234.	
27	Subtract line 26 from line 12	2,695,609.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		1,323,672.		
c	Adjusted net income (if negative, enter -0-)			N/A	

223501
12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

SCANNED NOV 22, 2013

RECEIVED

NOV 20 2012

IRS-OSC

OGDEN, UT

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments		519,910.	374,364.	374,364.
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ►				
	Less allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments - U S and state government obligations				
b	Investments - corporate stock	STMT 9	10,151,260.	11,573,571.	11,573,571.
c	Investments - corporate bonds	STMT 10	4,470,645.	4,732,787.	4,732,787.
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other	STMT 11	9,284,021.	9,682,287.	9,682,287.
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ►)	STATEMENT 12	6,483.	2,206,082.	2,206,082.
16	Total assets (to be completed by all filers)		24,432,319.	28,569,091.	28,569,091.
Liabilities	17	Accounts payable and accrued expenses	581,100.	448,010.	
	18	Grants payable	1,544,243.	1,825,027.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	2,125,343.	2,273,037.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	22,306,976.	26,296,054.	
	30	Total net assets or fund balances	22,306,976.	26,296,054.	
	31	Total liabilities and net assets/fund balances	24,432,319.	28,569,091.	

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	22,306,976.
2	Enter amount from Part I, line 27a	2	2,695,609.
3	Other increases not included in line 2 (itemize) ►	3	1,293,469.
4	Add lines 1, 2, and 3	4	26,296,054.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,296,054.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a					
b	SEE ATTACHED STATEMENTS				
c					
d					
e	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e	5,051,972.		3,917,846.	1,134,126.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) 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				1,134,126.	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	1,134,126.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,221,052.	24,482,872.	.049874
2010	1,055,077.	21,164,284.	.049852
2009	847,271.	16,847,112.	.050292
2008	844,679.	18,039,331.	.046824
2007	961,745.	19,036,521.	.050521

2 Total of line 1, column (d)

2 .247363

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 .049473

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 26,679,998.

5 Multiply line 4 by line 3

5 1,319,940.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 13,237.

7 Add lines 5 and 6

7 1,333,177.

8 Enter qualifying distributions from Part XII, line 4

8 1,344,234.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	13,237.
	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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	
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-)	0.
3	Add lines 1 and 2	13,237.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	13,237.
6	Credits/Payments	
a	2012 estimated tax payments and 2011 overpayment credited to 2012	4,783.
b	Exempt foreign organizations - tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	18,000.
d	Backup withholding erroneously withheld	
7	Total credits and payments Add lines 6a through 6d	22,783.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	9,546.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	9,546. Refunded ► 0.

Part VII-A Statements 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
1c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.	
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>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV.</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	WA, CA
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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Form 990-PF (2012)

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? 13 X

Website address ► **N/A**

14 The books are in care of ► **DARRIN MARTIN** Telephone no ► **(650) 561-1227**
Located at ► **738 WESTRIDGE DRIVE, PORTOLA VALLEY, CA** ZIP+4 ► **94028**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► **15** N/A

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ► 16 Yes No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <input type="checkbox"/>	
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 <input checked="" type="checkbox"/> X		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ► _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b <input type="checkbox"/> N/A		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 3b <input checked="" type="checkbox"/> X <input type="checkbox"/> Yes <input 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.) 4a <input checked="" type="checkbox"/> X		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4b <input checked="" type="checkbox"/> 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? 4b <input checked="" type="checkbox"/> X		

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

 Yes No Yes No Yes No 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A

 Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

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

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

 Yes No

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

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

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

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

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

0

Form 990-PF (2012)

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. 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**

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		
3		
Total.	Add lines 1 through 3	► 0.

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	1a	27,086,292.
a Average monthly fair market value of securities	1b	
b Average of monthly cash balances	1c	
c Fair market value of all other assets	1d	27,086,292.
d Total (add lines 1a, b, and c)		
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	27,086,292.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	406,294.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	26,679,998.
6 Minimum investment return. Enter 5% of line 5	6	1,334,000.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certainforeign organizations check here ► and do not complete this part)

1 Minimum investment return from Part X, line 6	1	1,334,000.
2a Tax on investment income for 2012 from Part VI, line 5	2a	13,237.
b Income tax for 2012 (This does not include the tax from Part VI)	2b	1,855.
c Add lines 2a and 2b	2c	15,092.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,318,908.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,318,908.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,318,908.

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	1,344,234.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes		
3 Amounts set aside for specific charitable projects that satisfy the	3a	
a Suitability test (prior IRS approval required)	3b	
b Cash distribution test (attach the required schedule)	4	1,344,234.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4		
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	13,237.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,330,997.

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				1,318,908.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010	7,074.			
e From 2011	6,662.			
f Total of lines 3a through e	13,736.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 1,344,234.			0.	
a Applied to 2011, but not more than line 2a				
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	25,326.			1,318,908.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	39,062.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	39,062.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	7,074.			
d Excess from 2011	6,662.			
e Excess from 2012	25,326.			

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 ATTACHED STATEMENT	NONE	PUBLIC CHARITIES	SEE ATTACHED STATEMENT	1,295,000.
Total			► 3a	1,295,000.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	466,209.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900000	14,739.	14	-17,573.	
8 Gain or (loss) from sales of assets other than inventory			18	1,134,126.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		14,739.		1,582,762.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		1,597,501.
(See worksheet in line 13 instructions to verify calculations)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

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

Signature of officer or trustee

Dat

► **CHAIRMAN**

Title

Signature of officer or trustee		Date	Title			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN	
	Anne M. Yamamoto	Anne M. Yamamoto	11/8/13		P00428631	
	Firm's name ► FRANK, RIMERMAN & CO. LLP			Firm's EIN ► 94-1341042		
Firm's address ► 1801 PAGE MILL ROAD PALO ALTO, CA 94304			Phone no (650) 845-8100			

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2012**Name of the organization****LESLIE FAMILY FOUNDATION****Employer identification number****68-0474709****Organization type (check one):****Filers of:** **Section:**Form 990 or 990-EZ 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organizationForm 990-PF 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**Check if your organization is covered by the General Rule or a Special Rule.****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year

► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

LESLIE FAMILY FOUNDATION

68-0474709

Part I - Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE LESLIE 2005 LEAD ANNUITY TRUST 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	\$ 1,026,485.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
2	THE LESLIE LEAD ANNUITY TRUST 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	\$ 1,701,623.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization

LESLIE FAMILY FOUNDATION

Employer identification number

68-0474709

Part II. Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization

Employer identification number

LESLIE FAMILY FOUNDATION

68-0474709

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of **exclusively** religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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 FROM K-1 - CSFB PRIVATE EQUITY PARTNERS III, LP		P	VARIOUS	VARIOUS
b FROM K-1 - CSFB PRIVATE EQUITY PARTNERS III, LP		P	VARIOUS	VARIOUS
c FROM K-1 - REGIS INVESTORS 2004-1 LLC		P	VARIOUS	VARIOUS
d FROM K-1 - NV PARTNERS IV LP		P	VARIOUS	VARIOUS
e FROM K-1 - NV PARTNERS IV LP		P	VARIOUS	VARIOUS
f FROM K-1 - RGI ALTERNATE-1, LP		P	VARIOUS	VARIOUS
g FROM K-1 - REDWOOD GROVE INTERNATIONAL LFROM K-1		P	VARIOUS	VARIOUS
h FROM K-1 - REDWOOD GROVE INTERNATIONAL LFROM K-1		P	VARIOUS	VARIOUS
i FROM K-1 - GRYPHON INTERNATIONAL EAFE GROWTH FUND		P	VARIOUS	VARIOUS
j FROM K-1 - GRYPHON INTERNATIONAL EAFE GROWTH FUND		P	VARIOUS	VARIOUS
k FROM K-1 - THE COLCHESTER INTERNATIONAL BOND FUND		P	VARIOUS	VARIOUS
l FROM K-1 - THE COLCHESTER INTERNATIONAL BOND FUND		P	VARIOUS	VARIOUS
m FROM K-1 - BURGUNDY FUNDS DST		P	VARIOUS	VARIOUS
n FROM K-1 - BURGUNDY FUNDS DST		P	VARIOUS	VARIOUS
o PINEHURST FUND		P	VARIOUS	VARIOUS
(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 2,269.			2,269.	
b 32,320.			32,320.	
c 55,366.			55,366.	
d -60.			-60.	
e -299.			-299.	
f -1,908.			-1,908.	
g 196.			196.	
h 2,644.			2,644.	
i -4,511.			-4,511.	
j 26,022.			26,022.	
k 687.			687.	
l 8,846.			8,846.	
m 15,633.			15,633.	
n 14,305.			14,305.	
o 358,592.			358,592.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")	
(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			2,269.	
b			32,320.	
c			55,366.	
d			-60.	
e			-299.	
f			-1,908.	
g			196.	
h			2,644.	
i			-4,511.	
j			26,022.	
k			687.	
l			8,846.	
m			15,633.	
n			14,305.	
o			358,592.	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }			2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }			3	

LESLIE FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
a IVORY FUND			P	VARIOUS	VARIOUS
b SHORT-TERM CAPITAL GAINS - SEE STMT ATTACHED			P	VARIOUS	VARIOUS
c LONG-TERM CAPITAL GAINS - SEE STMT ATTACHED			P	VARIOUS	VARIOUS
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
(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 38,680.				38,680.	
b 380,426.			352,005.	28,421.	
c 4,122,764.			3,565,841.	556,923.	
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")	
(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				38,680.	
b				28,421.	
c				556,923.	
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }				2	1,134,126.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }				3	N/A

223591
05-01-12

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FROM K-1 - BURGUNDY FUNDS DST	20,860.	0.	20,860.
FROM K-1 - COLCHESTER			
INTERNATIONAL BOND FUN	46,413.	0.	46,413.
FROM K-1 - CSFB PRIVATE EQUITY			
PARTNERS III, LP	6,062.	0.	6,062.
FROM K-1 - GRYPHON INTERNATIONAL			
EAFFE GROWTH FUND	37,386.	0.	37,386.
FROM K-1 - NV PARTNERS IV LP	941.	0.	941.
FROM K-1 - REDWOOD GROVE			
INTERNATIONAL LP	3,415.	0.	3,415.
FROM K-1 - REGIS INVESTORS			
2004-1, LLC	19,281.	0.	19,281.
FROM K-1 - RGI ALTERNATE	2,211.	0.	2,211.
FROM K-1 - RGI IW-CAYMAN, LP	201.	0.	201.
PORTFOLIO DIVIDENDS & CAPITAL			
GAIN DISTRIBUTIONS	329,439.	0.	329,439.
TOTAL TO FM 990-PF, PART I, LN 4	466,209.	0.	466,209.

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME FROM CSFB PRIVATE			
EQUITY PARTNERS III, LP	3.	3.	
OTHER INCOME FROM CSFB PRIVATE			
EQUITY PARTNERS III, LP	2,606.	-1,033.	
OTHER INCOME FROM REGIS INVESTORS			
2004-1, LLC	-402.	107.	
OTHER INCOME FROM REDWOOD GROVE			
INTERNATIONAL LP	6,834.	-4,775.	
OTHER INCOME FROM RGI ALTERNATE-1,			
LP	2,386.	2,386.	
OTHER INCOME FROM GRYPHON			
INTERNATIONAL EAFFE GROWTH FUND	-810.	-810.	
OTHER INCOME FROM COLCHESTER			
INTERNATIONAL BOND FUND	-28,096.	-28,096.	
OTHER INCOME FROM NV PARTNERS IV LP	-1.	-1.	
OTHER INCOME FROM BURGUNDY FUNDS			
DST	-93.	-93.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-17,573.	-32,312.	

FORM 990-PF

LEGAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	132.	0.		132.
TO FM 990-PF, PG 1, LN 16A	132.	0.		132.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES/AUDIT FEES	29,000.	0.		29,000.
TO FORM 990-PF, PG 1, LN 16B	29,000.	0.		29,000.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	157,058.	157,058.		0.
CONSULTANT FEES	17,350.	0.		17,350.
CUSTODIAL FEES	2,554.	2,554.		0.
TO FORM 990-PF, PG 1, LN 16C	176,962.	159,612.		17,350.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD FROM CSFB PRIVATE EQUITY PARTNERS III, LP	110.	0.		0.
FOREIGN TAXES WITHHELD FROM REGIS 2004-1 LLC	126.	0.		0.

LESLIE FAMILY FOUNDATION

68-0474709

LICENSES AND PERMITS	185.	0.	185.
EXCISE TAXES	13,493.	0.	0.
FOREIGN TAXES WITHHELD FROM REDWOOD GROVE INTERNATIONAL, LP	5,616.	0.	0.
PORTFOLIO FOREIGN TAXES WITHHELD	139.	0.	0.
FOREIGN TAXES WITHHELD FROM GRYPHON INTERNATIONAL			
EAFE GROWTH FUND	6,445.	0.	0.
FOREIGN TAXES WITHHELD FROM THE COLCHESTER INTERNATIONAL BOND FUND	407.	0.	0.
FOREIGN TAXES WITHHELD FROM BURGUNDY FUND	340.	0.	0.
TO FORM 990-PF, PG 1, LN 18	26,861.	0.	185.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	695.	0.		695.
DEDUCTIONS FROM CSFB PRIVATE EQUITY PARTNERS III, LP	7,228.	7,228.		0.
DEDUCTIONS FROM REGIS 2004-1 LLC	5,431.	5,431.		0.
DEDUCTIONS FROM NV PARTNERS IV LP	39,611.	39,611.		0.
DEDUCTIONS FROM RGI IW-CAYMAN, LP	198.	198.		0.
DEDUCTIONS FROM REDWOOD GROVE INTERNATIONAL LP	1,448.	1,448.		0.
DEDUCTIONS FROM RGI ALTERNATE-1, LP	656.	656.		0.
REIMBURSED EXPENSES	2,145.	2,145.		0.
MISCELLANEOUS EXPENSES	1,121.	0.		1,121.
DEDUCTIONS FROM GRYPHON INTERNATIONAL EAFE GROWTH FUND	10,647.	10,647.		0.
D&O INSURANCE	725.	0.		725.
DEDUCTIONS FROM BURGUNDY FUNDS DST	10,364.	10,364.		0.
DEDUCTIONS FROM RGI USRE INVESTMENTS, LP	844.	844.		0.
DEDUCTIONS FROM COLCHESTER INT'L BOND FUND SUPPLIES	6,167. 26.	6,167. 0.		0. 26.
TO FORM 990-PF, PG 1, LN 23	87,306.	84,739.		2,567.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
-------------	--	-----------	---

DESCRIPTION	AMOUNT
TEMPORARY BOOK/TAX DIFFERENCE ON PASSTHRU FOREIGN INVESTMENT COMPANY INCOME	1,262.
UNREALIZED GAIN/LOSS ON INVESTMENTS	1,292,207.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,293,469.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCH OSTERWEIS 4283-6931	0.	0.
SCH WEDGEWOOD 8697-3989	1,867,075.	1,867,075.
SCH DISCIPLINED 9595-1680	871,564.	871,564.
SCH SOUTHEASTERN 1455-8250	1,080,874.	1,080,874.
SCH WENTWORTH 2993-7149	1,100,391.	1,100,391.
GRYPHON INTERNATIONAL	1,778,288.	1,778,288.
EIC CLAT 2788-6938	2,026,428.	2,026,428.
BURGUNDY ASSET MANAGEMENT	1,030,872.	1,030,872.
VIRTUS CLAT 6867-0897	1,818,079.	1,818,079.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,573,571.	11,573,571.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INFLATION VANGUARD 9052-7287	740,304.	740,304.
WHIPPOORWILL	1,937,266.	1,937,266.
DOMESTIC CLAT PIMCO 9366-6553	1,093,120.	1,093,120.
DOUBLELINE REG 5238-6514	962,097.	962,097.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,732,787.	4,732,787.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CSFB PRIVATE EQUITY PARTNERS III	FMV	262,542.	262,542.
REGIS 2004-1 LLC	FMV	385,596.	385,596.
FINTAN	FMV	2,125,906.	2,125,906.
NV PARTNERS IV LP	FMV	978,974.	978,974.
REDWOOD GROVE LP	FMV	220,338.	220,338.
COLCHESTER GLOBAL BONDS	FMV	1,078,762.	1,078,762.
PINEHURST	FMV	0.	0.
IVORY	FMV	0.	0.
PIMCO EMERGING CLAT 7345-0508	FMV	941,401.	941,401.
VARDEN PACIFIC OPPORTUNITY	FMV	536,643.	536,643.
QFR VICTORIA FUND	FMV	561,357.	561,357.
SPM CORE	FMV	1,063,031.	1,063,031.
LITESPEED	FMV	513,310.	513,310.
WHITEBOX	FMV	1,014,427.	1,014,427.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,682,287.	9,682,287.

FORM 990-PF

OTHER ASSETS

STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
TAX RECEIVABLE	6,483.	-2,510.	-2,510.
REDEMPTIONS RECEIVABLE	0.	2,208,592.	2,208,592.
TO FORM 990-PF, PART II, LINE 15	6,483.	2,206,082.	2,206,082.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARK LESLIE 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	CHAIRMAN 0.00	0.	0.	0.
DEBRA A. LESLIE 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	DIRECTOR 0.00	0.	0.	0.
SETH P. LESLIE 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	SECRETARY 0.00	0.	0.	0.
JOSHUA M. LESLIE 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	TREASURER 0.00	0.	0.	0.
SHARON LESLIE 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	DIRECTOR 0.00	0.	0.	0.
SARA LESLIE 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	DIRECTOR 0.00	0.	0.	0.
DARRIN MARTIN 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	PRESIDENT 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 14

NAME OF MANAGER

MARK LESLIE
DEBRA A. LESLIE

LESLIE FAMILY FOUNDATION (EIN: 68-0474709)

2012 990-PF

PART XV, LINE 3

2012 GRANTS PAID

Recipient	Address	Purpose	Amount
A Foundation Building Strength	2450 El Camino Real, Suite 101 Palo Alto, CA 94306	General Support	1,000
Abilities United	525 East Charleston Road Palo Alto, CA 94306	General Support	500
Acterra	3921 East Bayshore Road Palo Alto CA 94303-4303	General Support	500
Acumen Fund	76 Ninth Avenue, Suite 315 New York, NY 10011	General Support	1,000
Adolescent Counseling Services	1717 Embarcadero Road, Suite 4000 Palo Alto, California 94303	General Support	25,000
ALearn	3777 Stevens Creek Boulevard Suite 330 Santa Clara, CA 95051	General Support	10,000
American Diabetes Association	111 West St John Street, Suite 1150 San Jose, CA 95113	General Support	1,000
American Friends of the Reut Institute	9100 Wilshire Boulevard Suite 400 W Beverly Hills, CA 90212	General Support	1,000
American Jewish World Services	45 West 36th Street New York, NY 10018	General Support	25,000
Bay Area Jewish Healing Center	3330 Geary Boulevard Third Floor West San Francisco, CA 94118	General Support	500
Bend The Arc	332 Pine Street, Suite 600 San Francisco, CA 94104	General Support	1,500
B'nai B'Hillel	2736 Bancroft Way Berkeley, CA 94704	General Support	500
Boys and Girls Club of America	401 Pierce Road Menlo Park, CA 94025	General Support	750
Brady Center to Prevent Gun Violence	Washington, DC 20005	General Support	1,500
Breast Cancer Connections	390 Cambridge Avenue Palo Alto, CA 94306	General Support	1,000
Breck School	123 Ottawa Avenue North Minneapolis, MN 55422	General Support	250
Camp Ramah in Wisconsin	65 E Wacker Place, Suite 1200 Chicago, IL 60601	General Support	500
Camp Tawonga	131 Steuart Street, Suite 460 San Francisco, CA 94105	General Support	10,000
Center for Learning and Leadership	440 Park Avenue South 4th Floor New York, NY 10016	General Support	1,000
Challenge Success	P O Box 20053 Stanford, CA 94308	General Support	1,000
Children's Health Council	650 Clark Way Palo Alto, CA 94304	General Support	15,000
Colorado China Council	4556 Apple Way Boulder, CO 80301	General Support	7,500
Commonsense Media	650 Townsend, Suite 435 San Francisco, CA 94103	General Support	250
Community Health Awareness Council	P O Box 335 Mountain View, CA 94042	General Support	15,000
Community Health Partnership	100 North Winchester Blvd , Suite 250 Santa Clara, CA 95050	General Support	10,000
Community Services Agency	204 Sterlin Road Mountain View, CA 94043	General Support	1,000
Congregation Beth Am	26790 Arastradero Rd Los Altos Hills, CA 94022	General Support	1,500
Congregation Beth Jacob	1550 Alameda de Las Pulgas Redwood City, CA 94061	General Support	1,000
Education Pioneers	1625 Clay Street, 3rd Floor Oakland, CA 94612	General Support	25,000
Educators for Fair Consideration	27 Maiden Lane, 7th Floor San Francisco, CA 94108	General Support	5,000
Fools Fury Theater	499 Alabama Street, #450 San Francisco, CA 94110	General Support	1,500
Foundation for a College Education	2160 Euclid Avenue East Palo Alto, CA 94303	General Support	10,000
Foundation for Jewish Camp	253 West 35th Street, 4th Floor New York, NY 10001	General Support	2,150
Full Circle Farm	1055 Dunford Way Sunnyvale, CA 94087	General Support	500
Gideon Hausner Jewish Day School	450 San Antonio Road Palo Alto, CA 94306	General Support	9,000
Glow Foundation	275 5th Street San Francisco, CA 94103	General Support	20,000
Grameen America Incorporated	1460 Broadway, 14th Floor New York, NY 10036	General Support	30,000
Greenpeace	702 H Street NW, Suite 300 Washington, DC 20001	General Support	1,000
Guide Dogs for the Blind	P O Box 3950 San Rafael, Ca 94912	General Support	1,000
Harrington HealthCare	1000 South Street Southbridge, MA 01550-8002	General Support	3,000
Harvard Business School	Development Operations Soldiers Field Boston, MA 02163	General Support	5,000
Hazon	332 Pine Street, Suite 600 San Francisco, CA 94104	General Support	10,000
Hebrew Free Loan Association	131 Steuart Street, Suite 520 San Francisco, CA 94105	General Support	10,000

LESLIE FAMILY FOUNDATION (EIN: 68-0474709)

2012 990-PF

PART XV, LINE 3

2012 GRANTS PAID

Recipient	Address	Purpose	Amount
Hillel Foundation at Stanford	P O Box 20526 Stanford, CA 94309	General Support	500
Human Investment Project	364 South Railroad Avenue San Mateo, CA 94401	General Support	1,000
InnVision the Way Home	1900 The Alameda, Suite 400 San Jose, CA 95126	General Support	1,500
Jewish Community Federation	121 Steuart Street San Francisco, CA 94105	General Support	50,000
Jewish Community Federation Teen Center	121 Steuart Street San Francisco, CA 94105	General Support	1,000
Jewish Community Federation-WA	Women's Philanthropy 121 Steuart Street San Francisco, CA 94105	General Support	6,800
Jewish Family and Children's Services	2150 Post Street San Francisco, CA 94115	General Support	2,500
Jewish Study Network	3626 El Camino Real Palo Alto, CA 94306	General Support	2,000
JobTrain Incorporated	1200 O'Bnen Drve Menlo Park, California 94025	General Support	25,000
John W Gardner Center	for Youth and Their Communities Stanford University School of Education 505 Lasuen Mall	General Support	1,000
Junior Achievement of Northern California	1671 The Alameda, Suite 205 San Jose, CA 95125	General Support	10,000
Kidpower org	P O Box 1212 Santa Cruz, CA 95061	General Support	1,000
Kids 4 Sports Foundation	785 Cotton Street Menlo Park, CA 94025	General Support	500
KQED, 88.5 FM Radio	2601 Mariposa Street San Francisco, CA 94110	General Support	1,000
KQED, TV Channel 9	2601 Mariposa Street San Francisco, CA 94110	General Support	250
Leap Arts in Education	2601 Mission Street, Suite 603 San Francisco, CA 94110	General Support	700
Level Playing Field Institute	2201 Broadway, Suite 101 Oakland, CA 94612	General Support	25,000
Magen David Adom in Israel	3175 Commercial Ave , Suite 101 North Brook, IL 60062	General Support	1,000
Mayview Community Health Center	270 Grant Avenue Palo Alto, CA 94306	General Support	25,000
Mazon A Jewish Response to Hunger	10495 Santa Monica Boulevard, #100 Los Angeles, CA 90025	General Support	3,500
Meira Academy	3626 El Camino Real Palo Alto, CA 94306	General Support	2,500
Menlo Park Library Foundation	800 Alma Street Menlo Park, CA 94025	General Support	1,000
Menlo Park-Atherton Education Foundation	P O Box 584 Menlo Park, CA 94026	General Support	1,000
Mercy Beyond Borders	1885 De La Cruz #101 Santa Clara, CA 95050	General Support	500
Montalvo Association	P O Box 158 Saratoga, CA 95071-0158	General Support	1,000
Nature Conservancy	201 Mission Street, 4th Floor San Francisco, CA 94105	General Support	2,000
Okizu Foundation	16 Digital Drive, Suite 130 Novato, CA 94949	General Support	450
Opportunity Fund	111 West St John Street, Suite 800 San Jose, CA 95113	General Support	70,000
Oshman Family Jewish Community Center	3921 Fabian Way Palo Alto, CA 94303	General Support	50,000
Peninsula Humane Society	12 Airport Boulevard San Mateo, CA 94401	General Support	1,500
PETA	501 Front St Norfolk, VA 23510	General Support	1,000
Pets In Need	871 Fifth Ave Redwood City, CA 94063	General Support	500
Philanthropic Ventures Foundation	2130 Fillmore Street, #248 San Francisco, CA 94115	General Support	15,000
Pie Ranch	P O Box 363 Pescadero, CA 94060	General Support	1,000
Planned Parenthood Federation of America	1110 Vermont Ave NW Suite 300 Washington, DC 20005	General Support	1,000
Portola Valley School Foundation	4575 Alpine Road Portola Valley, CA 94028	General Support	2,000
Positive Resource Center	785 Market Street, 10th Floor San Francisco, CA 94103	General Support	500
Ravenswood Family Health Center	1798A Bay Road East Palo Alto, CA 94303	General Support	25,000
Reading Partners	106 Linden Street, #202 Oakland, CA 94607	General Support	15,000
Reboot	44 West 28th Street, 8th Floor New York, NY 10001	General Support	500
Redwood City Education Foundation	P O Box 3046 Redwood City, CA 94064	General Support	2,500
Redwood City Girls Softball League	P O Box 717 Redwood City, CA 94064	General Support	2,000
RotaCare Bay Area, Incorporated	P O Box 18430 San Jose, CA 95158-8430	General Support	20,000
Sacred Heart Community Services	1381 South First Street San Jose, CA 95110	General Support	1,000

LESLIE FAMILY FOUNDATION (EIN: 68-0474709)

2012,990-PF

PART XV, LINE 3

2012 GRANTS PAID

Recipient	Address	Purpose	Amount
Samartan House	4031 Pacific Blvd San Mateo, CA 94403	General Support	1,000
San Francisco Museum of Modern Art	151 Third Street San Francisco, CA 94103	General Support	500
San Francisco SPCA	The Development Department 201 Alabama Street San Francisco, CA 94103	General Support	1,000
Second Harvest Food Bank	4001 North First Street San Jose, Ca 95134	General Support	2,500
Shelter Network	1450 Chapin Avenue, 2nd Floor Burlingame, CA 94010	General Support	1,000
Sierra Club Foundation	85 Second Street, 2nd Floor San Francisco, CA 94105	General Support	1,000
Somaly Mam Foundation	P O Box 4569 New York, NY 10163	General Support	500
Stanford Graduate School of Business	P O Box 20466 Stanford, CA 94309-0466	General Support	5,000
Stanford Jazz Workshop	P O Box 20454 Stanford, CA 94309	General Support	500
Stanford Lively Arts	365 Lasuen Street Littlefield Center MC 2250 Stanford, CA 94305	General Support	2,000
Stanford School of Education	Teacher Ed Program 485 Lasuen Mall Stanford, CA 94305-3084	General Support	500
Taube Koret Campus for Jewish Life	3921 Fabian Way Palo Alto, CA 94303	General Support	610,000
The Carter Center	One Copenhill 453 Freedom Parkway Atlanta, GA 30307	General Support	500
The David Brower Center	2150 Allston Way, Suite 210 Berkeley, CA 94704	General Support	2,500
The Fistula Foundation	1900 The Alameda, Suite 500 San Jose, CA 95126-1427	General Support	1,650
The OpEd Project	175 Banck Street New York, NY 10014	General Support	2,750
The Trust for Hidden Villa	26870 Moody Road Los Altos Hills, CA 94022-4209	General Support	1,000
Trust for Conservation Innovation	150 Post Street, Suite 342 San Francisco, CA 94108	General Support	1,500
University of California Berkeley	2080 Addison Street, #4200 Berkeley, CA 94720-4200	General Support	2,000
Upstart Bay Area	332 Pine Street Suite 600 San Francisco, CA 94104	General Support	6,000
VA Palo Alto Health Care System	Attn: Volunteer Services 3801 Miranda Ave Palo Alto, CA 94304	General Support	1,000
V-Day	New York, NY 10010-3657	General Support	1,500
Washington U Physical Therapy Program	Physical Therapy Program Campus Box 8502 4444 Forest Park Boulevard, Room 1101	General Support	1,000
Wellesley College	106 Central Street Wellesley, MA 02481	General Support	3,500
Wikimedia Foundation, Inc	P O Box 98204 Washington, DC 20090	General Support	500
		Total Contributions	1,295,000

Leslie Family Foundation

FIN. 68-0474709

Tax Year 2012

Realized Gains and Losses

Quantity	Security Description	Purchase Date	Sale Date	Proceeds	Cost Basis	Short Term Gain	Long Term Gain	Term
70 Kimberly Clark		1/27/2011	1/5/2012	5,098.79	4,561.13	537.66	-	S
100 Kimberly Clark		1/27/2011	1/5/2012	7,283.98	6,515.90	768.08	-	S
100 Kimberly Clark		1/27/2011	1/5/2012	7,283.98	6,515.90	768.08	-	S
185 Kimberly Clark		8/25/2011	1/5/2012	13,475.36	12,525.61	949.75	-	S
6814 606 Pimco Total Return		1/31/2011	1/9/2012	74,414.56	74,351.13	63.43	-	S
110 Perngo		8/10/2011	1/30/2012	10,370.13	9,242.30	1,127.83	-	S
160 Lilly Eli		8/25/2011	2/2/2012	6,303.90	5,746.88	557.02	-	S
320 Express Scripts		9/12/2011	2/8/2012	16,157.02	14,222.42	1,934.60	-	S
15 CVS Caremark		8/25/2011	5/29/2012	681.75	514.32	167.43	-	S
692 605 Osterweis		12/15/2011	6/26/2012	18,173.66	17,204.30	969.36	-	S
665 Venrek Analytice		8/22/2011	7/5/2012	33,455.03	21,453.26	12,001.77	-	S
29 Google		1/30/2012	8/23/2012	19,677.54	16,748.38	2,929.16	-	S
285 National Oilwell		6/26/2012	9/7/2012	23,296.72	16,916.89	6,379.83	-	S
1315 Staples		3/15/2012	9/18/2012	15,667.88	21,390.84	(5,722.96)	-	S
1700 Staples		7/2/2012	9/18/2012	20,255.05	21,977.60	(1,722.55)	-	S
100 Staples		7/2/2012	9/18/2012	1,191.47	1,293.00	(101.53)	-	S
18 Google		7/2/2012	10/5/2012	13,837.43	10,419.84	3,417.59	-	S
6586 918 Doubleline		1/21/2012	11/21/2012	75,000.00	73,292.48	1,707.52	-	S
0 24 Wentworth		12/3/2012	12/3/2012	12.53	12.65	(0.12)	-	S
445 Cisco		7/2/2012	12/11/2012	8,893.93	7,590.81	1,303.12	-	S
90 Chevron		7/2/2012	12/18/2012	9,894.83	9,509.13	385.70	-	S
Short Term Totals					380,426	352,005	28,421	-
100 SELECT COMFORT CORP		6/26/2009	1/5/2012	2,311.16	84.90	-	2,226.26	L
51 Intuitive		12/8/2010	1/9/2012	23,052.43	13,343.19	-	9,709.24	L
105 VISA		5/19/2010	1/9/2012	10,429.09	7,672.16	-	2,756.93	L
145 VISA		7/29/2010	1/9/2012	14,402.08	10,415.35	-	3,986.73	L
172250 6 Pimco Total Return		12/31/2010	1/9/2012	1,880,952.30	1,818,089.07	-	62,863.23	L
75 VALUEVISION MEDIA INC A CL A		6/26/2009	1/10/2012	115.04	154.50	-	(39.46)	L
25 VALUEVISION MEDIA INC A CL A		5/11/2010	1/10/2012	38.35	67.25	-	(28.90)	L
425 ARM HOLDINGS PLC ADR F1 ADR REP 3 ORD		6/26/2009	1/10/2012	12,072.24	2,524.50	-	9,547.74	L
75 VALUEVISION MEDIA INC A CL A		6/22/2009	1/10/2012	115.03	121.50	-	(6.47)	L
25 VALUEVISION MEDIA INC A CL A		7/6/2010	1/10/2012	38.35	40.73	-	(2.38)	L
75 VALUEVISION MEDIA INC A CL A		6/30/2009	1/10/2012	115.04	136.50	-	(21.46)	L
50 PRESSTEK INC		7/6/2010	1/20/2012	28.78	158.50	-	(129.72)	L
100 PRESSTEK INC		5/11/2010	1/20/2012	57.56	413.90	-	(356.34)	L
175 PRESSTEK INC		6/22/2009	1/20/2012	100.73	268.98	-	(168.25)	L
150 PRESSTEK INC		6/26/2009	1/20/2012	86.33	180.75	-	(94.42)	L
175 PRESSTEK INC		6/30/2009	1/20/2012	100.73	231.00	-	(130.27)	L
500 Gilead		6/19/2009	1/23/2012	23,609.90	23,554.92	-	54.98	L
60 Gilead		6/19/2009	1/30/2012	2,912.01	2,826.59	-	85.42	L
60 Gilead		9/22/2009	1/30/2012	2,912.00	2,771.86	-	140.14	L
25 Perrigo		8/12/2010	1/30/2012	2,356.84	1,482.97	-	873.87	L
110 Perngo		11/5/2010	1/30/2012	10,370.13	6,999.41	-	3,370.72	L
30 VISA		7/29/2010	1/30/2012	2,984.43	2,154.90	-	829.53	L
210 Lilly Eli		1/27/2011	2/2/2012	8,273.86	7,402.08	-	871.78	L
140 Express Scripts		7/23/2010	2/8/2012	7,068.69	5,955.58	-	1,113.11	L
195 CVS Caremark		1/27/2011	2/9/2012	8,407.30	6,922.11	-	1,485.19	L
65 Apple		6/19/2009	2/10/2012	32,157.27	8,990.05	-	23,167.22	L
100 IMPERIAL SUGAR CO NEW		6/30/2009	2/16/2012	532.78	1,189.00	-	(656.22)	L
125 IMPERIAL SUGAR CO NEW		6/26/2009	2/16/2012	665.98	1,443.50	-	(777.52)	L
200 ARM HOLDINGS PLC ADR F1 ADR REP 3 ORD		6/22/2009	2/16/2012	5,558.84	1,079.94	-	4,478.90	L
75 IMPERIAL SUGAR CO NEW		5/11/2010	2/16/2012	399.59	921.75	-	(522.16)	L
100 IMPERIAL SUGAR CO NEW		6/22/2009	2/16/2012	532.78	1,147.50	-	(614.72)	L
150 SIGMA DESIGNS INC		6/30/2009	2/16/2012	889.05	2,503.50	-	(1,614.45)	L
157 SIGMA DESIGNS INC		6/26/2009	2/16/2012	930.53	2,588.46	-	(1,657.93)	L
25 IMPERIAL SUGAR CO NEW		7/6/2010	2/16/2012	133.19	254.00	-	(120.81)	L
150 SIGMA DESIGNS INC		6/22/2009	2/16/2012	889.05	2,510.70	-	(1,621.65)	L
18 SIGMA DESIGNS INC		6/26/2009	2/17/2012	106.16	296.77	-	(190.61)	L
125 SIGMA DESIGNS INC		5/11/2010	2/17/2012	737.20	1,452.13	-	(714.93)	L
50 SIGMA DESIGNS INC		7/6/2010	2/17/2012	294.88	483.50	-	(188.62)	L
30 Apple		6/19/2009	3/15/2012	17,507.86	4,149.26	-	13,358.60	L
88 Intuitive		12/8/2010	3/30/2012	47,501.90	23,023.54	-	24,478.36	L
200 Viropharma		6/30/2009	4/12/2012	4,279.64	1,192.00	-	3,087.64	L
75 Viropharma		5/11/2010	4/12/2012	1,604.87	994.43	-	610.44	L
125 Viropharma		7/6/2010	4/12/2012	2,674.78	1,345.00	-	1,329.78	L
60 VISA		7/29/2010	4/19/2012	7,323.45	4,309.80	-	3,013.65	L

Leslie Family Foundation

EN: 68-0474709

Tax Year 2012

Realized Gains and Losses

Quantity	Security Description	Purchase	Sale	Cost	Short Term	Long Term		
		Date	Date	Proceeds	Basis	Gain	Gain	Term
170 VISA		9/13/2010	4/19/2012	20,749.76	11,127.29	-	9,622.47	L
100 Stratasys		5/11/2010	4/24/2012	4,971.66	2,501.90	-	2,469.76	L
167 Phillips		3/14/2011	5/1/2012	5,182.64	5,402.44	-	(219.80)	L
1000 TEVA		3/24/2011	5/9/2012	42,106.86	50,521.55	-	(8,414.69)	L
690 TEVA		4/26/2011	5/9/2012	29,053.74	31,782.83	-	(2,729.09)	L
230 CVS Caremark		1/27/2011	5/29/2012	10,453.42	8,164.54	-	2,288.88	L
260 Microsoft		1/27/2011	5/29/2012	7,687.41	7,432.88	-	254.53	L
50 Wal Mart		1/27/2011	5/31/2012	3,263.08	2,872.95	-	390.13	L
275 Wells Fargo		1/27/2011	5/31/2012	8,802.08	8,879.20	-	(77.12)	L
130 Pemigo		8/12/2010	6/7/2012	13,703.30	7,711.43	-	5,991.87	L
57601 1 Osterweis		1/1/2011	6/26/2012	1,511,428.05	1,219,964.05	-	291,464.00	L
25 Stratasys		6/22/2009	8/8/2012	1,678.54	327.68	-	1,350.86	L
25 Stratasys		5/11/2010	8/8/2012	1,678.55	625.48	-	1,053.07	L
50 Stratasys		7/6/2010	8/8/2012	3,357.10	1,148.00	-	2,209.10	L
50 Ultimate Softwrae		6/30/2009	9/14/2012	4,957.24	1,223.50	-	3,733.74	L
25 Ultimate Softwrae		5/11/2010	9/14/2012	2,478.62	851.00	-	1,627.62	L
25 Ultimate Softwrae		7/6/2010	9/14/2012	2,478.62	826.25	-	1,652.37	L
505 Gilead		9/22/2009	9/18/2012	33,605.89	23,329.86	-	10,276.03	L
25 Gilead		11/3/2009	9/18/2012	1,663.66	1,077.81	-	585.85	L
25 IRIS International		6/22/2009	9/18/2012	486.99	291.85	-	195.14	L
200 IRIS International		6/26/2009	9/18/2012	3,895.94	2,397.40	-	1,498.54	L
175 IRIS International		6/30/2009	9/18/2012	3,408.94	2,131.50	-	1,277.44	L
100 CERADYNE INC DEL		6/22/2009	10/2/2012	3,503.29	1,792.90	-	1,710.39	L
75 CERADYNE INC DEL		5/11/2010	10/2/2012	2,627.47	1,689.75	-	937.72	L
50 CERADYNE INC DEL		7/6/2010	10/2/2012	1,751.64	1,031.00	-	720.64	L
16 Google		1/27/2011	10/5/2012	12,299.94	9,851.68	-	2,448.26	L
105 VISA		6/19/2009	10/23/2012	14,330.20	6,433.58	-	7,896.62	L
20 VISA		9/13/2010	10/23/2012	2,729.56	1,309.09	-	1,420.47	L
125 IRIS INTERNATIONAL INC		5/11/2010	11/2/2012	2,433.95	1,429.88	-	1,004.07	L
150 IRIS INTERNATIONAL INC		6/22/2009	11/2/2012	2,920.74	1,751.10	-	1,169.64	L
75 IRIS INTERNATIONAL INC		6/26/2009	11/28/2012	1,460.36	757.50	-	702.86	L
200 Berkshire		7/6/2010	11/2/2012	17,219.68	16,732.39	-	487.29	L
13878 35 Pimco Emerging Market		2/7/2011	11/13/2012	150,000.00	152,331.09	-	(2,331.09)	L
100 CERADYNE INC DEL		1/21/2011	11/21/2012	150,000.00	152,331.09	-	(2,331.09)	L
125 CERADYNE INC DEL		6/30/2009	11/28/2012	3,495.58	1,771.00	-	1,724.58	L
624 Wentworth		6/26/2009	11/28/2012	4,369.47	2,208.63	-	2,160.84	L
175 STRATASYS LTD F		12/17/2009	12/3/2012	24,468.76	2,907.45	-	21,561.31	L
125 STRATASYS LTD F		6/26/2009	12/3/2012	(10,708.77)	-	10,708.77	L	
150 STRATASYS LTD F		6/22/2009	12/3/2012	(7,487.87)	-	7,487.87	L	
470 Cisco		6/30/2009	12/3/2012	(9,264.00)	-	9,264.00	L	
380 Expeditors		1/27/2011	12/11/2012	9,393.58	10,019.46	-	(625.88)	L
		8/15/2011	12/21/2012	15,037.15	16,845.24	-	(1,808.09)	L
Long Term Totals				4,122,764	3,565,841	-	556,923	

Application for Extension of Time To File an
Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** (on page 2 of this form).

► *Do not complete Part II unless* you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

► *All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	LESLIE FAMILY FOUNDATION	68-0474709
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	738 WESTRIDGE DRIVE	
City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
PORTOLA VALLEY, CA 94028-7333		

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (Individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

DARRIN MARTIN

- The books are in the care of ► 738 WESTRIDGE DRIVE – PORTOLA VALLEY, CA 94028

Telephone No. ► (650) 561-1227 FAX No. ► (650) 561-1229

►

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until
AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year 2012 or► tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason:

 Change in accounting period

Frank, Rimerman & Co. LLP 94-1341042
801 Page Mill Road
Palo Alto, CA 94304

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 22,783.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 4,783.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 18,000. <i>EFT</i>

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions LESLIE FAMILY FOUNDATION	Employer identification number (EIN) or 68-0474709
	Number, street, and room or suite no. If a P.O. box, see instructions. 738 WESTRIDGE DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PORTOLA VALLEY, CA 94028-7333	

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

0 4

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

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

DARRIN MARTIN

- The books are in the care of ► **738 WESTRIDGE DRIVE – PORTOLA VALLEY, CA 94028**

Telephone No. ► **(650) 561-1227** FAX No. ► **(650) 561-1229**

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

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

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

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

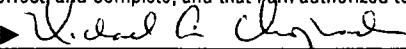
7 State in detail why you need the extension

THE TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	22,783.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	22,783.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature ► 

Title ► CPA

Date ► **7/11/13**

Form 8868 (Rev. 1-2013)

Frank, Rimerman & Co. LLP 94-1341042
1801 Page Mill Road
Palo Alto, CA 94304