



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



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 4/1/2012, and ending 3/31/2013

Name of foundation Leslie Fund, Inc		A Employer identification number 36-6055800
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd	Room/suite 123	B Telephone number (see instructions) (800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809-1377		C If exemption application is pending, 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		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,835,183		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

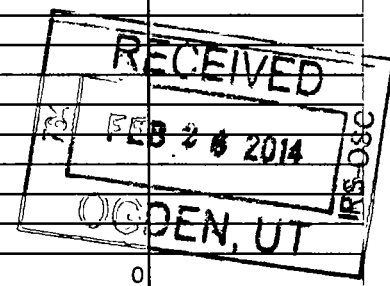
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	96	96		
	4 Dividends and interest from securities	247,470	239,240		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	334,968			
	b Gross sales price for all assets on line 6a	3,205,653			
	7 Capital gain net income (from Part IV, line 2)		334,968		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	582,534	574,304	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	5,128	916		4,212
	b Accounting fees (attach schedule)	1,230			1,230
	c Other professional fees (attach schedule)	62,913	62,913		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	11,262	146		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	39,607	770		38,837
	24 Total operating and administrative expenses. Add lines 13 through 23	120,140	64,745	0	44,279
	25 Contributions, gifts, grants paid	360,539			360,539
26 Total expenses and disbursements. Add lines 24 and 25	480,679	64,745	0	404,818	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	101,855				
b Net investment income (if negative, enter -0-)		509,559			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

SCANNED FEB 27 2014



2014

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	230,563	561,222	561,222
	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 schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)	332,474	297,363	309,296
	b	Investments—corporate stock (attach schedule)	7,266,121	7,205,902	8,397,039
	c	Investments—corporate bonds (attach schedule)	652,441	518,967	567,626
Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	8,481,599	8,583,454	9,835,183
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	8,481,599	8,583,454	
	30	Total net assets or fund balances (see instructions)	8,481,599	8,583,454	
	31	Total liabilities and net assets/fund balances (see instructions)	8,481,599	8,583,454	

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	8,481,599
2	Enter amount from Part I, line 27a	2	101,855
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,583,454
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	8,583,454

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 Publicly-traded Securities				
b				
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 3,205,653		2,870,685	334,968	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			334,968	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	334,968	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		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

(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	288,680	9,022,487	0.031996
2010	403,084	8,846,785	0.045563
2009	592,795	8,281,125	0.071584
2008	486,673	8,495,686	0.057285
2007	134,352	9,145,510	0.014690
2 Total of line 1, column (d)			2 0.221118
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 0.044224
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 9,213,301
5 Multiply line 4 by line 3			5 407,449
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,096
7 Add lines 5 and 6			7 412,545
8 Enter qualifying distributions from Part XII, line 4 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			8 404,818

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 instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	10,191	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3 Add lines 1 and 2		3	10,191	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	10,191	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	9,600		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	1,016		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	10,616		
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	1		
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	424		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 424 Refunded <input type="checkbox"/>	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 instructions for the 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL		
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

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 ▶	13	X	
14	The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754 Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377			
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			
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 ▶ <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ▶ 20 11 , 20 _____ , 20 _____ , 20 _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 _____ , 20 _____ , 20 _____ , 20 _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		<input checked="" type="checkbox"/>	5b	N/A
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)		<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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			6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	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
SEE ATTACHMENT				

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				
	00			
	00			
	00			
	00			
	00			

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



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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
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		
a	Average monthly fair market value of securities	1a	8,603,956
b	Average of monthly cash balances	1b	749,649
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	9,353,605
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	9,353,605
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	140,304
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,213,301
6	Minimum investment return. Enter 5% of line 5	6	460,665

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	460,665
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,191
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,191
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	450,474
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	450,474
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	450,474

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	404,818
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	404,818
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	404,818

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				450,474
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			434,942	
b Total for prior years 20____, 20____, 20____				
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 ▶ \$ 404,818				
a Applied to 2011, but not more than line 2a			404,818	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			30,124	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				450,474
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

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

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

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
a <i>Paid during the year</i>				
AFRICAN WILDLIFE FOUNDATION 1400 16TH ST NW STE 120 WASHINGTON, DC 20036	N/A	509(a)(1)	General & Unrestricted	25,000
CHICAGO SYMPHONY ORCHESTRA 220 S MICHIGAN AVE CHICAGO, IL 60604	N/A	509(a)(1)	Civic Orchestra of Chicago Musician Scholarship Fund	46,100
NW SCHOOL OF ARTS HUMANITIES & ENVRMT 1415 SUMMIT AVE SEATTLE, WA 98122	N/A	509(a)(1)	Taussig/Raymond Financial Aid Endowment Fund	30,000
NW SCHOOL OF ARTS HUMANITIES & ENVRMT 1415 SUMMIT AVE SEATTLE, WA 98122	N/A	509(a)(1)	Scholarship Fund-Final Installment	28,539
NW SCHOOL OF ARTS HUMANITIES & ENVRMT 1415 SUMMIT AVE SEATTLE, WA 98122	N/A	509(a)(1)	Capital Campaign	100,000
PEOPLES MUSIC SCHOOL INC 931 W EASTWOOD AVE CHICAGO, IL 60640	N/A	509(a)(1)	YOURS Program	3,900
REGENTS OF THE UNIVERSITY OF MICHIGAN 3003 S STATE ST G395 ANN ARBOR, MI 48109	N/A	509(a)(1)	Anne B Young Collegiate Professorship in Neurology Fund	20,000
SEATTLE CHILDRENS HOSPITAL FOUNDATION MAIL STOP S-200 P O BOX 5371 SEATTLE, WA 98145	N/A	509(a)(1)	CIBRE Movement Disorders Program	100,000
WOODLAND PARK ZOOLOGICAL SOCIETY 601 N 59TH ST SEATTLE, WA 98103	N/A	509(a)(1)	Fund our Future Kids and Care Share the Wonder Program	5,000
YOUTH CARE 2500 NE 54TH ST SEATTLE, WA 98105	N/A	509(a)(1)	General & Unrestricted	2,000
Total			▶ 3a	360,539
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	96	
4 Dividends and interest from securities			14	247,470	
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					
8 Gain or (loss) from sales of assets other than inventory			18	334,968	
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)		0		582,534	0
13 Total. Add line 12, columns (b), (d), and (e)				13 582,534	582,534

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part I, Line 16a (990-PF) - Legal Fees

		5,128	916	0	4,212
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	General Governance Matters and Counseling	5,128	916		4,212

Part I, Line 16b (990-PF) - Accounting Fees

		1,230	0	0	1,230
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	General Accounting and Bookkeeping	1,230	0		1,230

Part I, Line 16c (990-PF) - Other Professional Fees

		62,913	62,913	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Investment Management Services	62,913	62,913		0

Part I, Line 18 (990-PF) - Taxes

		11,262	146	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Estimated Tax for 2013	9,600	0		0
2	Foreign Tax Paid	146	146		0
3	IRS Excise Tax Payment with 990-PF	1,516	0		0

Part I, Line 23 (990-PF) - Other Expenses

		39,607	770	0	38,837
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Administrative Fees	37,374	0		37,374
2	Bank Charges	770	770		0
3	Premium Payment for Indemnification Insurance	1,412	0		1,412
4	State or Local Filing Fees	51	0		51

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		Federal	332,474	297,363	0	309,296		
		State/Local						
			0	0	0	0		
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	State/Local Obligation	
1	FHLMC G13139 - 5 000% - 05/01/2023	20,797		20,938		22,405		
2	FNMA - 4 000% - 02/01/2025	17,334		17,673		18,561		
3	FNMA - 4 000% - 10/01/2024	17,514		17,917		18,753		
4	FNMA - VAR% - 04/01/2016	63,000		63,010		63,157		
5	US T BILL - 2 125% - 08/15/2021	55,000		54,970		57,475		
6	US T BILL NOTE - 1 750% - 05/15/2022	44,000		43,883		44,127		
7	US T BILL NOTE - 3 625% - 02/15/2020	73,000		78,972		84,818		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		7,230,363	7,205,902	0	8,397,039	
Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	ADT LTD	570		21,462		27,896
2	AGL RESOURCES INC	3,100		125,229		130,045
3	ALTRIA GROUP INC	1,350		46,435		46,427
4	AMER FIN GRP HLD	1,225		45,875		58,041
5	APACHE CORPORATION	220		19,128		16,975
6	APPLE INC	278		105,712		123,059
7	AQR MANAGED FUTURES FUND CL I	16,514		158,745		166,292
8	ASHLAND INC	645		40,287		47,924
9	AT&T CORP	1,095		37,387		40,176
10	AVAGO TECHNOLOGIES LIMITED	1,345		40,641		48,312
11	BERKSHIRE HATHAWAY INC CL B	1,025		86,219		106,805
12	BUNGE LTD	895		60,758		66,078
13	CARDINAL HEALTH INC	1,925		85,932		80,119
14	CELGENE CORP	240		18,030		27,818
15	CHICAGO BRIDGE & IRON	650		25,358		40,365
16	CISCO SYSTEMS INC	940		16,627		19,641
17	CRM MID CAP VALUE FUND	8,514		208,192		288,465
18	CVS CAREMARK CORP	1,200		54,034		65,988
19	DENBURY RESOURCES INC	1,530		22,459		28,535
20	DUKE ENERGY CO	1,200		76,947		87,108
21	ENSCO PLC	330		17,115		19,800
22	EXACT SCIENCES CORPORATION	3,445		32,106		33,761
23	EXPRESS SCRIPTS HOLDING CO	1,200		55,452		69,144
24	GLAXOSMITHKLINE PLC	1,660		73,410		77,871
25	GOOGLE INC CL A	35		17,580		27,797
26	HCA INC	415		14,825		16,861
27	HUSSMAN STRATEGIC TOT RETURN FD	14,807		183,943		176,059
28	INTEL CORP	1,065		22,058		23,254
29	INTERNATIONAL BUSINESS MACHINES	165		25,674		35,195
30	ISHARE SP SMALL CAP 600 INDEX FD	1,500		102,329		130,590
31	ISHARES RUSSELL 1000 INDEX FD	4,034		227,281		351,771
32	IVY ASSET STRATEGY FUND CLASS I	6,840		178,630		186,378
33	JP MORGAN CHASE & CO	3,235		139,343		153,533
34	JPMORGAN EQUITY INCOME FD SELECT	32,619		266,845		370,546
35	KINDER MORGAN INC	5,050		170,101		195,334
36	KLA TENCOR CORP	570		29,669		30,062
37	KROGER CO	1,515		34,561		50,207
38	LAZARD EMERGING MRKTS EQUITY INSTL	8,175		94,837		157,941
39	LEGGETT PLATT INC	790		20,547		26,686
40	LEUTHOLD ASSET ALLOCATION FD INSTL	18,184		190,442		194,384
41	LOOMIS SAYLES BOND FUND	19,421		280,299		296,944
42	MARKET VECTORS VIETNAM ETF	1,000		29,213		20,410
43	MICROCHIP TECHNOLOGY INC	330		10,258		12,134
44	MICROSOFT CORPORATION	2,490		70,701		71,226
45	MOLEX INCORPOTRED CL A	1,460		32,654		35,215
46	NOBLE CORPORATION	795		27,752		30,329
47	NOBLE ENERGY INC	255		15,773		29,493
48	NORTHEAST UTIL	2,195		76,772		95,395

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		7,230,363	7,205,902	0	8,397,039	
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
49	NOVARTIS AG ADR	335		21,229		23,865
50	OPPENHEIMER SENIOR FLTG RATE FD	35,274		284,372		296,306
51	ORACLE CORP	1,225		36,009		39,604
52	PEOPLE'S UNITED FINANCIAL, INC	8,755		109,681		117,492
53	PFIZER INC	5,320		107,219		153,535
54	PIMCO COMMODITY REAL RETURN STRAT	22,842		185,627		150,072
55	PIMCO TOTAL RETURN FUND	25,106		276,126		282,196
56	PLUM CREEK TIMBER REIT	310		12,874		16,182
57	PROCTER GAMBLE CO	785		52,416		60,492
58	QUALCOMM INC	390		24,014		26,107
59	REALTY INCOME CORP	1,270		51,215		57,595
60	ROBERT HALF INTL INC	630		18,762		23,644
61	SEMPRA ENERGY	300		20,357		23,982
62	SHIRE PLC	635		53,097		58,014
63	SPDR GOLD TR GOLD SHS	1,150		186,568		177,618
64	SYNOPSIS, INC	1,300		37,647		46,644
65	SYSCO CORP	340		10,487		11,958
66	T ROWE PRICE INSTITUTIONAL LARGE CA	16,497		227,710		337,520
67	TD AMERITRADE HOLDING CORP	2,950		49,326		60,829
68	TEMPLETON GLOBAL BD	21,552		260,048		288,800
69	TEVA PHARMCEUTICAL SP ADR	590		29,197		23,411
70	THE JENSEN PORTFOLIO INC CLASS I SHA	10,181		254,358		335,258
71	TIME WARNER INC	615		19,491		35,436
72	TITAN MACHINERY INC	1,150		31,829		31,936
73	TORTOISE MLP FD INC	2,400		61,805		67,560
74	UMB SCOUT INTERNATIONAL	5,053		124,011		173,787
75	VANGUARD SHORT TERM BOND INDEX FU	28,568		303,707		303,111
76	VERIZON COMMUNICATIONS	1,705		77,175		83,801
77	WASATCH SMALL CAP GROWTH	2,661		115,000		119,897
78	WM BLAIR FUNDS INTERNATIONAL GROV	7,369		106,470		176,112
79	WM BLAIR FUNDS VALUE DISCOVERY FU	9,755		122,447		153,734
80	OPPENHEIMER LTD TERM MUNICIPAL CL	13,671		200,001		206,152

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

				652,441	518,967	0	567,626
	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	ALLSTATE 7 45% 5/16/19				16,138		19,737
2	AT&T INC GBL - 2 500% - 08/15/2015				15,782		15,581
3	BANK NEW YORK MELLON CORP 1 9690%				11,327		11,351
4	BANK OF AMERICA 5 17% 6/15/19				30,465		46,354
5	BANK OF NY 4 95% 3/15/15				14,282		16,220
6	BB&T CORPORATION SR NT - 5 700% - 04/3				10,977		10,556
7	BERKSHIRE HATHAWAY INC DEL 1 90% 01				11,343		11,387
8	BOTTLING GROUP 6 95% 3/15/14				18,681		16,957
9	BRAZOS STUDENT FLT 06/25/27				27,164		27,352
10	CENTERPOINT ENER 5 17% 08/01/19				26,568		26,923
11	FLORIDA POWER & LT NOTE-5 550%-11/01				25,525		25,108
12	GOLDMAN SACHS GROUP NT - 5 250% - 10				11,480		11,270
13	HONEYWELL INTL INC SR NT 3 875% 02/15				5,228		5,149
14	IBM - 7 625% - 10/15/2018				12,909		17,152
15	JPMORGAN CHASE GBL SR NT - 5 250% - 0				8,679		8,660
16	KEYCORP STUDENT FLT 10/27/42				7,989		10,208
17	KIMBERLY CLARK NTS 6 125% 8/1/17				22,386		24,198
18	METLIFE INC NT- 5 000% - 06/15/2015				9,782		10,892
19	NORTHERN TR CORP SR NT - 4 625% - 05/				3,273		3,134
20	NRTHRN ST PWR MIN 5 25% 3/1/18				24,059		26,248
21	PECO ENERGY CO 5 35% 3/1/18				29,851		35,856
22	PNC FDG CORP SUB NT 5 625% 02/01/2017				13,125		17,005
23	PRINCIPAL LIFE INCOME FUND MTN 5 300				13,483		15,043
24	PRUDENTIAL FINL - 5 100% - 09/20/2014				17,054		18,076
25	SUNTRUST BANKS NOTE 6 000% 09/11/201				15,016		17,718
26	TARGET CORP NOTE CPN 5 375% 05/01/20				21,555		23,417
27	UNITED PARCEL SERVICE - 3 125% - 01/15				18,321		18,194
28	UNITED TECHNOLOGY 4 875% NT, 05/01/15				16,102		17,446
29	US BANCORP - 03 442% - 02/01/2016				10,117		10,608
30	US BK NATL ASSN MINN SUB MTNBE 6 30%				9,892		10,485
31	WALT DISNEY COMPANY - 1 350% - 08/16/2				14,944		15,287
32	WISC ELEC POWER NOTES - 6 250% - 12/0				25,470		24,054

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	James W Leslie		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		VP / Dir / Sec	1 00	0	0	
2	Victoria H Leslie		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Pres / Dir / Treas	1 00	0	0	
3	Judith W McCue*		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Dir	1 00	0	0	
4	* Judith W McCue, Director of the Leslie Fund Inc, (the "Foundation"), is an attorney at the law firm that provides legal services to the Foundation. Such law firm is not a disqualified person in respect to the Foundation. In the taxable year ending March 31, 2013, the Foundation paid \$5,128 for legal services rendered by this law firm as reported in Part 1, Line 16a											
5												