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

For calendar year 2012, or tax year beginning Jul 1 **, 2012, and ending** Jun 30 , 2013

Name of foundation: STEPHEN & MAY C. LEEMAN FOUNDATION

A Employer identification number: 23-7057183

Number and street (or P O box number if mail is not delivered to street address): 215 W 92ND STREET | Room/suite: 13A

B Telephone number (see the instructions): (212) 873-5555

City or town: NEW YORK | State: NY | ZIP code: 10025

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year (*from Part II, column (c), line 16*) ► $ 1,992,877.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I **Analysis of Revenue and Expenses** (*The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)*)	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck ► ☒ if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments	1,574.	1,574.		
4 Dividends and interest from securities	53,454.	53,454.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	14,720.	L-6a Stmt		
b Gross sales price for all assets on line 6a 522,123.				
7 Capital gain net income (from Part IV, line 2)		14,720.		
8 Net short-term capital gain			2,867.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	69,748.	69,748.	2,867.	
ADMINISTRATIVE OPERATING AND EXPENSES				
13 Compensation of officers, directors, trustees, etc	37,400.	9,350.		28,050.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) L-16a Stmt	1,966.			1,966.
b Accounting fees (attach sch) L-16b Stmt	2,950.	738.		2,212.
c Other prof fees (attach sch) L-16c Stmt	400.	100.		300.
17 Interest				
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	3,287.	722.		2,165.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	5,335.			5,335.
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	3,792.	2,816.		716.
24 **Total operating and administrative expenses.** Add lines 13 through 23	55,130.	13,726.		40,744.
25 Contributions, gifts, grants paid	141,795.			141,795.
26 **Total expenses and disbursements.** Add lines 24 and 25	196,925.	13,726.		182,539.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-127,177.			
b **Net investment income** (if negative, enter -0-)		56,022.		
c **Adjusted net income** (if negative, enter -0-)			2,867.	

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	94,169.	99,556.	99,556.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,238.	0.	0.
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	1,730,096.	1,599,707.	1,893,321.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	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)	1,825,503.	1,699,263.	1,992,877.
LIABILITIES	17 Accounts payable and accrued expenses		937.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)		937.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► X and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,825,503.	1,698,326.	
	30 **Total net assets or fund balances** (see instructions)	1,825,503.	1,698,326.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,825,503.	1,699,263.	

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	1,825,503.
2	Enter amount from Part I, line 27a	2	-127,177.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,698,326.
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	1,698,326.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	GAIN ON SALE OF SECURITIES PER SCHEDULE ATTACHED	P	Various	Various
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	522,123.		507,403.	14,720.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a	0.	0.	0.	14,720.
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	14,720.
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	2,867.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	176,702.	1,890,167.	0.093485
2010	158,929.	1,874,278.	0.084795
2009	157,157.	1,908,245.	0.082357
2008	138,629.	1,965,592.	0.070528
2007	161,449.	2,766,147.	0.058366

2	**Total** of line 1, column (d)	2	0.389531
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	0.077906
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,951,883.
5	Multiply line 4 by line 3	5	152,063.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	560.
7	Add lines 5 and 6	7	152,623.
8	Enter qualifying distributions from Part XII, line 4	8	182,539.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1 Date of ruling or determination letter _______ **(attach copy of letter if necessary – see instrs)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b			1	560.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	560.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	560.
6 Credits/Payments				
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	1,239.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	1,239.
8 Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	679.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ► 679.	**Refunded** ►		11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ ______ **(2)** On foundation managers ► $ ______			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ______			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		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? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NY - New York			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	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)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

		Line	Yes	No
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 ► www.leemanfoundation.com

14 The books are in care of ► DR. CAVIN LEEMAN Telephone no. ► (212) 873-5555

Located at ► 215 W 92ND STREET #13A NEW YORK, NY ZIP + 4 ► 10025

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

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

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

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

			Line	Yes	No
1 a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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)?		1 b		X
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement — see instructions)		2 b		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__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*		3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4 b		X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5 b**

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6 b** No: X

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? **7 b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
DR. CAVIN LEEMAN 215 W 92ND ST. NYC NY 10025	PRES/TREAS 20.00	37,400.	0.	0.
DIANE ZIMMERMAN 215 W 92ND ST. NYC NY 10025	V.PRES/SEC	0.	0.	0.
GINA TRENT 270 FIFTH ST. BKLYN NY	DIRECTOR	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Part IX-A Summary of Direct Charitable Activities

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

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	1,889,024.
b	Average of monthly cash balances	1b	92,583.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,981,607.
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	1,981,607.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	29,724.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,951,883.
6	**Minimum investment return.** Enter 5% of line 5	6	97,594.

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	97,594.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	560.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	560.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	97,034.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	97,034.
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	97,034.

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	182,539.
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	182,539.
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	560.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	181,979.

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					97,034.
2 Undistributed income, if any, as of the end of 2012.					
a Enter amount for 2011 only				0.	
b Total for prior years 20 ___, 20 ___, 20 ___					
3 Excess distributions carryover, if any, to 2012:					
a From 2007	26,841.				
b From 2008	138,991.				
c From 2009	59,516.				
d From 2010	68,301.				
e From 2011	83,476.				
f **Total** of lines 3a through e		377,125.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 182,539.					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2012 distributable amount					97,034.
e Remaining amount distributed out of corpus		85,505.			
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		462,630.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount – see instructions			0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0.
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)		26,841.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		435,789.			
10 Analysis of line 9:					
a Excess from 2008	138,991.				
b Excess from 2009	59,516.				
c Excess from 2010	68,301.				
d Excess from 2011	83,476.				
e Excess from 2012	85,505.				

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)

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

Part 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))

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

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

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

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

STEPHEN & MAY CAVIN LEEMAN FOUNDATION ATT: DR. CAVIN LEEMAN
215 W 92ND STREET APT 13A
NEW YORK NY 10025 (212) 873-5555

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

PRELIMINARY LETTER OF INTEREST INDICATING OBJECTIVES AND REQUIREMENTS

c Any submission deadlines

NONE

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

GRANTS ARE NOT AWARDED TO INDIVIDUALS

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 Paid during the year				
SEE SCHEDULE ATTACHED		-	-	141,795.
Total			► 3a	141,795.
b Approved for future payment				
Total			► 3b	

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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a N/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					
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					0.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a N/A					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					0.

13 Total. Add line 12, columns (b), (d), and (e) 13 0.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
N/A	

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If 'Yes,' complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/11/13 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
ARTHUR SCHWARTZMAN	[signature]	11/8/13	X	P00072759

Firm's name ► ARTHUR SCHWARTZMAN, CPA — Firm's EIN ►

Firm's address ► 15 Heather Hill Lane, Woodcliff Lake NJ 07677 — Phone no

Form 990-PF Part I, Line 6a	Net Gain or Loss From Sale of Assets	2012

Name: STEPHEN & MAY C. LEEMAN FOUNDATION

Employer Identification Number: 23-7057183

Asset Information:

Description of Property:
Date Acquired: Various — How Acquired: Purchased
Date Sold: Various — Name of Buyer: PUBLICALLY TRADED SECURITIES
Sales Price: 522,123. — Cost or other basis (do not reduce by depreciation): 507,403.
Sales Expense: — Valuation Method: Cost
Total Gain (Loss): 14,720. — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
PAYROLL TAXES	2,887.	722.		2,165.
EXCISE TAXES	400.			
Total	3,287.	722.		2,165.

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

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FILING FEES	260.			
INVEST MGT FEES	2,577.	2,577.		
OFFICE & STORAGE EXPENSE	955.	239.		716.
Total	3,792.	2,816.		716.

Form 990-PF, Page 1, Part I
Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DAVIDSON, DAWSON & C	LEGAL	1,966.			1,966.
Total		1,966.			1,966.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SCHWARTZMAN	ACCOUNTING	2,950.	738.		2,212.
Total		2,950.	738.		2,212.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GINA HOLLAND WALDO	CONSULTING AND ADMINIS	400.	100.		300.
Total		400.	100.		300.

STEPHEN & MAY CAVIN LEEMAN FOUNDATION, INC.

GRANTS MADE: 2012-2013

Andrew Glover Youth Program, Inc. 100 Centre St , New York, NY 10013	$ 16,000	youthful offenders
Association to Benefit Children 419 East 86th St , New York, NY 10028	15,000	child mental health program
Ballet Tech Foundation 890 Broadway, New York, NY 10003	10,000	Ballet Tech School
Bellevue/NYU Program for Survivors of Torture NYU School of Medicine, New York, NY 10016	15,000	mental health services
Breakthrough New York 540 East 76th St , New York, NY 10021	2,000	educational enrichment
Children of Promise, NYC 600 Lafayette Ave, Brooklyn, NY 11216	5,000	therapeutic activities for children of incarcerated parents
Children's Health Fund 215 West 125th St , New York, NY 10027	500	health care for needy NYC children
Correctional Association of New York 2090 Adam Clayton Powell Jr Blvd , New York, NY 10027	500	reform of juvenile justice system
Fresh Youth Initiatives 505 West 171st St , New York, NY 10032	15,000	community service education
Friends of the Children New York 204A West 115th St , New York, NY 10026	15,000	child mental health and social work support services
The GO Project 86 Fourth Ave , New York, NY 10003	15,000	remedial education program
Legal Outreach 36-14 35th St., Long Island City, NY 11106	15,000	educational enrichment
New York Center for Juvenile Justice 590 Ave of the Americas, New York, NY 10011	1,000	reform of juvenile justice system
New York Juvenile Justice Initiative at Philanthropy New York 79 Fifth Ave., New York, NY 10003	500	reform of juvenile justice system
North East Community Center 51 South Center St , Millerton, NY 12546	1,000	social services
The Teak Fellowship 16 West 22nd St , New York, NY 10010	15,295	educational enrichment
TOTAL	**$ 141,795**	

The Stephen and May Cavin Leeman Foundation, Inc.
Form 990PF
Fiscal Year ended June 30, 2013

ID # 23-7057183

Investments - Part II

Line 10 B - Equity Investments	Date Acquired	Face # Shares	Cost	Market Value
Investments in Mutual Funds				
ASA LTD	9/3/09	450	10,870	5,715
Market Vectors Wide MOAT ETF	7/17/12	200	4,128	4,886
John Hancock US Global Leaders Gr Fd B	9/14/12	1016	33,785	34,968
Jennison Health Sciences FD Cl B	7/27/05	628	12,110	19,738
Blackrock Global Allocation Fd A	9/18/03	2074	32,828	42,723
Blackrock Equity Div Fd A	7/27/05	2849	45,012	62,027
Van Eck Global Hard Assets Fd CL C	10/1/07	300	14,583	11,172
Ivy Intl Core Equity FD	4/27/11	2595	41,979	37,926
Jennison Natural Resources FD Cl B	5/13/08	279	12,394	10,098
MFS New Discovery Fd Cl B	4/27/11	2103	47,849	46,216
SUB-TOTAL			255,538	275,469
Pershing Securiites			157,824	176,624
Vanguard Securities				
Vanguard Intermediate Term Inv Fd		7913	71,457	77,388
Vanguard GMNA Adm Fund		8784	96,498	92,048
Vanguard Hi Yield Corp Adm Fund		16211	96,141	95,807
Vanguard Short-term Investment Grade		1479	16,066	15,770
Vanguard Dividend Growth Fund		8640	121,277	164,065
Vanguard FTSE Social Index Fd		8443	62,646	84,857
Vanguard Capital Opportunity Fd		1410	80,469	132,576
Vanguard Health Care Fund		1226	62,235	86,879
Vanguard ST Investment Grade		188	2,879	2,879
Vanguard Select Value Fd		3678	63,550	90,962
Vanguard Mid-Cap Index Fund		538	45,547	63,388
Vanguard International Growth Adm Fund		1071	57,912	66,206
Vanguard Windsor II Fd		1998	104,514	118,313
SUB-TOTAL			881,191	1,091,138
Total Investments in Mutual Funds			1,294,553	1,543,231

The Stephen and May Cavin Leeman Foundation, Inc.
Form 990PF
Fiscal Year ended June 30, 2013

ID # 23-7057183

Investments in Equity Securities		# Shares	Cost	Market Value
Asia Pulp & Paper	11/12/97	100000	3,503	0
AT & T Inc.	05/16/11	400	12,807	14,160
AES Trust III Pfd	08/14/07	200	9,750	10,099
AES Trust III Pfd	01/04/08	100	4,821	5,050
Aqua America	02/06/03	500	6,105	15,645
Apple Inc.	04/16/13	20	8,631	7,931
Buckeye Parters LP	09/14/12	200	10,335	14,032
Bunge Limited	06/22/11	200	13,349	14,154
BPH Billiton Ltd	02/12/10	130	9,451	7,496
Centurylink Inc.	05/16/11	300	12,785	10,605
China Mobile Ltd	05/16/11	200	9,030	10,354
ConocoPhilips	08/30/06	100	5,027	6,082
Chevron Corp	12/30/02	130	6,875	15,384
Consolidated Comm Hldgs	06/22/11	500	9,358	8,705
Coca Cola Com	06/22/11	400	13,335	16,044
Dominion Res Inc	06/26/97	200	3,652	11,364
Deere Co	05/16/11	100	8,914	8,125
EAFE Setup SS BAC	01/25/13	1000	10,000	9,380
Energy Transfer Ptnrs LP	07/17/12	200	9,570	10,108
Glaxosmithkline PLC	04/21/11	100	4,149	4,997
HDFC Bank Ltd	06/22/11	400	12,753	14,496
Intel Corp	04/09/12	200	5,689	4,846
Novartis ADR	06/23/11	200	11,950	14,142
Procter & Gamble Co.	10/18/10	100	6,427	7,699
QualComm Inc.	06/22/11	200	10,851	12,218
SP500 Stepup Issuer Barc Step 42.5%	08/16/11	2000	20,000	26,840
Schlumberger Ltd	04/08/10	100	6,700	7,166
Southern Copper Corp	10/13/10	202	7,592	5,580
Spectra Energy	07/21/04	400	9,463	13,784
Seadrill Ltd.	05/16/11	300	10,043	12,222
Teva Pharmaceutical	06/17/10	200	10,573	7,840
Verizon Communications	12/30/02	304	10,417	15,322
Weatherford Intl Ltd	05/16/11	600	11,249	8,220
SUB-TOTAL			305,154	350,090
TOTAL INVESTMENTS IN MUTUAL FUNDS AND EQUITY SECURITIES			1,599,707	1,893,321

Stephen & May Cavin Leeman Foundation, Inc. Year Ended June 30, 2013

Form 990-PF Page 3 Part IV

Capital Gains and Losses For Tax on Investment Income

	Gross Sales Price	Cost	Long-Term Gains (losses)	Short-Term Gains (losses)
Merrill Lynch Portfolio	$154,488	154,165	$335	($12)
Vanguard Portfolio	367,635	353,238	11,518	2,879
	$522,123	$507,403	$11,853	$2,867

Note: Transaction detail will be provided upon request

The Stephen and May Cavin Leeman Foundation, Inc.
Form 990PF
Fiscal Year ended June 30, 2012

ID # 23-7057183

Part X - Average Monthly Fair Value of Securites and Other Assets

Cash Balances July 1, 2012- June 30, 2013

	Merrill Lynch 04c21	Vanguard	Pershing		Merrill Lynch 04c21
July 2012	643,348				45,549
August	646,713				46,377
September	655,257	1,063,948	175,368		53,037
October	640,660				36,018
November	641,135				34,026
December	634,270	1,035,255	177,169		38,470
January 31, 2013	645,047				51,823
February	643,552				47,118
March	659,587	1,070,672	181,942		46,884
April	669,643				25,960
May	647,172				43,206
June 30, 2013	625,659	1,091,137	176,623		42,527
	7,751,943	4,261,012	711,102		510,995
* estimate					
	/12Months	/4 Quarters	/4 Quarters		/12Months
	645,995	1,065,253	177,776		42,583

	42,583
Other cash accounts	50,000
	92,583

Totals 1,889,024