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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 09-01-2012 , and ending 08-31-2013

Name of foundation
THE LEIGHTY FOUNDATION

A Employer identification number
42-1264476

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 37

B Telephone number (see instructions)
(719) 684-9739

City or town, state, and ZIP code
CASCADE, CO 80809

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, col. (c), line 16)* ▶$ 6,050,737

J Accounting method ☐ Cash ☐ Accrual ☑ Other (specify) MODIFIED CASH
(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 (attach schedule)	30,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	208	208		
	4	Dividends and interest from securities	144,645	144,645		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	170,178			
	b	Gross sales price for all assets on line 6a 808,457				
	7	Capital gain net income (from Part IV, line 2)		170,178		
	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) (attach schedule)				
	11	Other income (attach schedule)	195			
	12	**Total.** Add lines 1 through 11	345,226	315,031		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	36,000	1,800		34,200
	14	Other employee salaries and wages	17,685			17,685
	15	Pension plans, employee benefits	4,107	123		3,984
	16a	Legal fees (attach schedule)	5			5
	b	Accounting fees (attach schedule)	3,385			3,385
	c	Other professional fees (attach schedule)	27,445	27,445		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	316	316		
	19	Depreciation (attach schedule) and depletion	1,753			
	20	Occupancy	6,479	129		6,350
	21	Travel, conferences, and meetings	59,661	2,983		56,678
	22	Printing and publications	446			446
	23	Other expenses (attach schedule)	13,493	674		12,819
	24	**Total operating and administrative expenses.** Add lines 13 through 23	170,775	33,470		135,552
	25	Contributions, gifts, grants paid	320,150			320,150
	26	**Total expenses and disbursements.** Add lines 24 and 25	490,925	33,470		455,702
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-145,699			
	b	**Net investment income** (if negative, enter -0-)		281,561		
	c	**Adjusted net income** (if negative, enter -0-)				

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	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	47,283	87,276	87,276
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	291,586	90,138	88,440
b	Investments—corporate stock (attach schedule)	3,696,886	3,618,084	4,902,444
c	Investments—corporate bonds (attach schedule)	781,033	877,344	922,577
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 ▶ 69,758 Less accumulated depreciation (attach schedule) ▶ 41,494	30,017	28,264	50,000
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,846,805	4,701,106	6,050,737
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
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	4,846,805	4,701,106	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	4,846,805	4,701,106	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,846,805	4,701,106	

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	4,846,805
2	Enter amount from Part I, line 27a	2	-145,699
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,701,106
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	4,701,106

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	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	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	See Additional Data Table			
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	170,178
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	-165

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	411,546	5,690,302	0 072324
2010	407,325	5,920,753	0 068796
2009	434,980	5,639,339	0 077133
2008	405,369	5,303,201	0 076439
2007	410,763	6,827,904	0 060159

2	**Total** of line 1, column (d)	2	0 354851
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 070970
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,952,726
5	Multiply line 4 by line 3	5	422,465
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,816
7	Add lines 5 and 6	7	425,281
8	Enter qualifying distributions from Part XII, line 4	8	455,702

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 page 18 of the instructions)

1a	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 instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	2,816
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	2,816
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	2,816
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	584		
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	584
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	14
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	2,246
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO, IA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW LEIGHTYFOUNDATION ORG

14 The books are in care of ▶JOHN SPEAS COMMUNITY NATIONAL BANK Telephone no ▶(319) 291-2000

Located at ▶PO BOX 1288 WATERLOO IA ZIP +4 ▶50704

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?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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? ☐ 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 page 20 of the instructions)?	1b		No
	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?	1c		
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)	2b		
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? ☐ 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.)*.	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **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)?	**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? ☐ **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?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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 (see instructions).

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

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

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

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 VOLUNTEER ENGAGEMENT AND PROMOTION OF PHILANTHROPY THE FOUNDATION EMPLOYS A STRATEGY THAT INCLUDES LEADERSHIP AND INVOLVEMENT IN ORGANIZATIONS AT THE LOCAL, REGIONAL AND NATIONAL LEVELS LOCAL WORK INCLUDES LEADERSHIP OF COMMUNITY FOUNDATIONS AND FUNDER NETWORKS AS WELLS AS CONSULTATIONS WITH INDIVIDUAL DONORS AND FOUNDATIONS REGIONAL WORK INCLUDES ASSISTANCE WITH THE CREATION AND GROWTH OF REGIONAL ASSOCIATIONS OF GRANTMAKERS (RAG) AS WELL AS CONSULTATIONS WITH FAMILY FOUNDATIONS AND DONOR FUNDS NATIONAL INVOLVEMENT INCLUDES SERVING ON BOARDS, STRATEGIC PLANNING TASK FORCES, TRAINING TEAMS, AND NATIONAL CONFERENCE PLANNING AND ADVISORY COMMITTEES AS WELL AS CONTRIBUTING TO EDUCATIONAL PUBLICATIONS FOR THE FIELD ORGANIZATIONS INCLUDE THE COUNCIL ON FOUNDATIONS, ASSOCIATION FOR SMALL FOUNDATIONS, WOMEN'S PHILANTHROPY INSTITUTE DEPARTMENT OF THE INDIANA UNIVERSITY CENTER ON PHILANTHROPY, NATIONAL CENTER FOR FAMILY PHILANTHROPY, INDEPENDENT SECTOR AND REIMAGINING SERVICE THIS PORTFOL	32,472
2 EARTH PROTECTION THE FOUNDATION CONDUCTS AND SPONSORS RESEARCH WITH A FOCUS ON RENEWABLE SOURCE ENERGY AND INFRASTRUCTURE THE FOUNDATION PARTICIPATES IN, PRESENTS AT, AND HAS PAPERS PUBLISHED IN THE PROCEEDINGS OF REGIONAL, NATIONAL AND INTERNATIONAL ENERGY CONFERENCES THIS PORTFOLIO IS MANAGED BY WILLIAM C LEIGHTY, DIRECTOR SEE WWW LEIGHTYFOUNDATION ORG/EARTHPROTECTION	21,635
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	5,893,716
b	Average of monthly cash balances	1b	149,661
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	6,043,377
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	6,043,377
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	90,651
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,952,726
6	**Minimum investment return.** Enter 5% of line 5	6	297,636

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	297,636
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,816		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,816
3	Distributable amount before adjustments Subtract line 2c from line 1			3	294,820
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	294,820
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	294,820

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	455,702
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	455,702
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	2,816
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	452,886

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					294,820
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only.					
b	Total for prior years 20___ , 20___ , 20___					
3	Excess distributions carryover, if any, to 2012					
a	From 2007.					
b	From 2008.	44,635				
c	From 2009.	155,347				
d	From 2010.	113,253				
e	From 2011.	129,861				
f	**Total** of lines 3a through e.		443,096			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 455,702					
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.					294,820
e	Remaining amount distributed out of corpus		160,882			
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		603,978			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d	Subtract line 6c from line 6b Taxable amount—see instructions					
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions					
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					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) . . .					
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		603,978			
10	Analysis of line 9					
a	Excess from 2008. . . .	44,635				
b	Excess from 2009. . . .	155,347				
c	Excess from 2010. . . .	113,253				
d	Excess from 2011. . . .	129,861				
e	Excess from 2012. . . .	160,882				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a 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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

H D LEIGHTY

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

JANE JUSTIS
PO BOX 37
CASCADE,CO 80809
(719) 684-9739

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

APPLICANTS ARE TO SUBMIT A ONE PAGE LETTER TO THE LEIGHTY FOUNDATION INCLUDING THE FOLLOWING INFORMATION THE MISSION OF THE APPLICANT ORGANIZATION, THE SPECIFIC NEED (S) TO BE ADDRESSED, THE INTENDED OUTCOME OF THE ENDEAVOR AND THE SIZE OF THE GRANT REQUESTED

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

PRIMARY AREAS OF INTEREST ARE EARTH PROTECTION, VOLUNTEER ENGAGEMENT, PROMOTION OF PHILANTHROPHY, AND EDUCATION AWARDS ARE ONLY MADE TO IRS QUALIFIED CHARITIES

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 ATTACHED DETAIL SEE ATTACHED DETAIL SEE ATTACHED DETAIL, CO 80915	SCHEDULED	SCHEDULED	SCHEDULED	320,150
Total . . . . ▶ **3a**				320,150
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)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	208	
4 Dividends and interest from securities. . . .			14	144,645	
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	170,178	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a TAX REFUND					195
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				315,031	195

13 Total. Add line 12, columns (b), (d), and (e). 13 315,226

(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)

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)**		No
	(2) Other assets.	**1a(2)**		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
	(4) Reimbursement arrangements.	**1b(4)**		No
	(5) Loans or loan guarantees.	**1b(5)**		No
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2013-12-20	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☑	PTIN
JOHN J BURNS	JOHN J BURNS	2013-12-13		
Firm's name ▶	CARNEY ALEXANDER MAROLD & CO LLP		Firm's EIN ▶	
Firm's address ▶	PO BOX 1290 WATERLOO, IA 507041290		Phone no (319) 233-3318	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
710 901 SHS CREDIT SUISSE COMM RED	P	2011-03-04	2012-09-25
600 SHS WASHINGTON RE INVT TR	P	2011-01-01	2012-09-25
25 SHS AMAZON COM INC	P	2011-09-16	2013-05-01
2,431 315 SHS T ROWE PRICE SM CAP ST	P	2002-08-31	2013-07-11
3,051 932 NUVEEN CORE PLUS BOND	P	2003-12-02	2012-09-25
50 SHS WELLS FARGO CO	P	2010-01-05	2012-09-25
50 SHS UNITED TECHNOLOGIES CORP	P	2002-12-24	2013-05-01
571 SHS VANGUARD INFL-PROTECTED	P	2011-11-28	2013-08-15
306 59 SHS NUVEEN CORE PLUS BOND	P	2004-04-06	2012-09-25
100 SHS WELLS FARGO CO	P	2010-01-21	2012-09-25
50 SHS WAL MART STORES INC	P	2006-01-09	2013-05-01
30,000 PV FFCB 5 875% DUE 8/16/21	P	2009-10-26	2013-08-16
91 062 SHS NUVEEN SHORT TERM BOND FD	P	2010-05-18	2012-09-25
SECURITY LITIGATION PROCEEDS - APPLE	P	2011-01-01	2012-10-19
SEC LITIGATION PROCEEDS - LAUDUS FD	P	2011-01-01	2013-05-17
300 SHS PNC BANK CORP	P	2002-08-31	2013-08-29
3,885 081 SHS NUVEEN SHORT TERM BOND	P	2010-07-07	2012-09-25
10 SHS APPLE INC	P	2006-04-25	2012-10-31
SECURITY LITIGATION PROCEEDS - TYCO	P	2011-01-01	2013-06-21
383 SHS VANGUARD INFL-PROTECTED	P	2011-11-28	2013-08-29
10 SHS APPLE INC	P	2006-04-25	2012-09-25
1 SH KRAFT FOODS GROUP INC	P	2010-01-07	2012-10-18
250 SHS TARGET CORPORATION	P	2010-01-05	2013-07-01
766 SHS VANGUARD INFL-PROTECTED	P	2011-11-28	2013-08-30
218 SHS ARIEL APPRECIATION FUND	P	2011-01-01	2012-09-25
50,000 PV FHLB 1 625% DUE 11/21/12	P	2010-05-18	2012-11-21
SEC LITIGATION PROCEEDS - DOLLAR GEN	P	2011-01-01	2013-08-26
175 SHS FREEPORT MCMORAN COPPER GOLD	P	2007-04-09	2012-09-25
50,000 PV IBM CORP 4 75% DUE11/29/12	P	2006-01-24	2012-11-29
40,000 PV FHLB 5% DUE 9/14/12	P	2008-05-13	2012-09-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
175 SHS FREEPORT MCMORAN COPPER GOLD	P	2011-02-02	2012-09-25
10 SHS APPLE INC	P	2006-04-25	2012-11-20
674 46 SHS ARIEL APPRECIATION FUND	P	2007-03-01	2013-01-23
100 SHS DISNEY WALT CO	P	2008-05-23	2012-09-25
10 SHS APPLE INC	P	2006-04-25	2012-11-21
351 494 SHS VANGUARD INFL-PROTECTED	P	2011-11-28	2013-01-25
175 SHS ISHARES DJ US REAL EST ETF	P	2010-10-13	2012-09-25
SECURITY LITIGATION PROCEEDS - DELL	P	2011-01-01	2013-01-09
565 504 SHS VANGUARD ST BD IND SIG	P	2010-11-24	2013-04-02
50 SHS KRAFT FOODS INC CL A	P	2010-01-07	2012-09-25
225 SHS QUALCOMM INC	P	2004-04-27	2013-01-24
523 378 SHS VANGUARD INFL-PROTECTED	P	2011-11-28	2013-04-29
50 SHS NIKE INC	P	2012-08-28	2012-09-25
25 SHS QUALCOMM INC	P	2005-08-09	2013-01-24
154 943 SHS HARBOR INTERNATIONAL FD	P	2007-11-21	2013-04-29
75 SHS POLARIS INDS INC	P	2011-07-13	2012-09-25
150 SHS QUALCOMM INC	P	2007-01-25	2013-01-24
218 42 SHS VANGUARD INFL-PROTECTED	P	2011-11-28	2013-05-30
100 SHS UNITED TECHNOLOGIES CORP	P	2002-12-24	2012-09-25
20 SHS APPLE INC	P	2006-04-25	2013-04-24
75,000 PV FNMA 5 24% DUE 8/17/18	P	2010-01-12	2013-06-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,014		6,924	-910
16,434		13,320	3,114
6,329		5,571	758
100,000		64,448	35,552
36,410		34,273	2,137
1,766		1,330	436
4,573		1,538	3,035
15,000		16,033	-1,033
3,658		3,454	204
3,532		2,818	714
3,944		2,313	1,631
30,000		30,000	
916		912	4
25			25
263			263
22,438		6,973	15,465
39,084		38,972	112
5,911		672	5,239
14			14
10,000		10,750	-750
6,887		672	6,215
31		19	12
17,239		12,138	5,101
20,000		21,525	-1,525
9,843		7,885	1,958
50,000		50,000	
35			35
7,035		5,923	1,112
50,000		50,000	
40,000		40,000	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,035		5,923	1,112
5,292		672	4,620
30,000		33,170	-3,170
5,318		3,442	1,876
5,159		672	4,487
10,000		9,874	126
11,389		9,520	1,869
9			9
6,000		6,045	-45
2,091		1,372	719
14,541		7,710	6,831
15,000		14,702	298
4,775		4,940	-165
1,616		999	617
10,000		11,551	-1,551
6,079		4,475	1,604
9,694		5,781	3,913
6,000		6,135	-135
7,985		3,075	4,910
7,789		1,344	6,445
75,340		78,414	-3,074

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-910
			3,114
			758
			35,552
			2,137
			436
			3,035
			-1,033
			204
			714
			1,631
			4
			25
			263
			15,465
			112
			5,239
			14
			-750
			6,215
			12
			5,101
			-1,525
			1,958
			35
			1,112

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			1,112
			4,620
			-3,170
			1,876
			4,487
			126
			1,869
			9
			-45
			719
			6,831
			298
			-165
			617
			-1,551
			1,604
			3,913
			-135
			4,910
			6,445
			-3,074

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
H D LEIGHTY PO BOX 37 CASCADE, CO 808090037	PRES/DIR 2 00	0	0	0
JANE JUSTIS PO BOX 37 CASCADE, CO 808090037	EX DIR/DIR 35 00	36,000	0	0
WILLIAM LEIGHTY PO BOX 37 CASCADE, CO 808090037	VP/DIR 30 00	0	0	0
ROBERT JUSTIS PO BOX 37 CASCADE, CO 808090037	DIRECTOR 3 00	0	0	0
NANCY WATERMAN PO BOX 37 CASCADE, CO 808090037	SCY/TRS/DIR 8 00	0	0	0
RYAN JUSTIS PO BOX 37 CASCADE, CO 808090037	DIRECTOR 3 00	0	0	0
HEIDI REIFENSTEIN PO BOX 37 CASCADE, CO 808090037	DIRECTOR 3 00	0	0	0
WAYNE LEIGHTY PO BOX 37 CASCADE, CO 808090037	DIRECTOR 3 00	0	0	0

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

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2012

Name of the organization
THE LEIGHTY FOUNDATION

Employer identification number
42-1264476

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 organization
Form 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)

Name of organization
THE LEIGHTY FOUNDATION

Employer identification number
42-1264476

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	H D LEIGHTY PO BOX 37 CASCADE, CO 808090037	$ 30,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
THE LEIGHTY FOUNDATION

Employer identification number
42-1264476

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
THE LEIGHTY FOUNDATION

Employer identification number
42-1264476

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 See instructions) ▶ $
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

(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

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491354003013

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment
Sequence No **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
THE LEIGHTY FOUNDATION	INDIRECT DEPRECIATION	42-1264476

Part I **Election To Expense Certain Property Under Section 179**
Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
6			

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property **)** (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III **MACRS Depreciation (Do not** include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	3,621
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV **Summary** (see instructions)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	3,621
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* ***only*** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A—Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.*)

24a Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** | **24b** If "Yes," is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 . . . **28**

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 . . . . **29**

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles) . . .												
31 Total commuting miles driven during the year .												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use? .												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners . . .		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					

43 Amortization of costs that began before your 2012 tax year **43**

44 Total. Add amounts in column (f) See the instructions for where to report **44**

TY 2012 Accounting Fees Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	3,385			3,385

TY 2012 Compensation Explanation

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Person Name	Explanation
H D LEIGHTY	
JANE JUSTIS	
WILLIAM LEIGHTY	
ROBERT JUSTIS	
NANCY WATERMAN	
RYAN JUSTIS	
HEIDI REIFENSTEIN	
WAYNE LEIGHTY	

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

TY 2012 Depreciation Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
SHELTER HOUSE, MACOMB, IL	1996-05-01	139,000	58,363	S/L	39 0000	1,695			
FURNACE	1998-01-08	1,950	1,893	150DB	15 0000	58			

TY 2012 Investments Corporate Bonds Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Name of Bond	End of Year Book Value	End of Year Fair Market Value
US BANK - CORPORATE BONDS	453,982	475,348
CNB - CORPORATE BONDS	423,362	447,229

TY 2012 Investments Corporate Stock Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Name of Stock	End of Year Book Value	End of Year Fair Market Value
US BANK - CORPORATE STOCK	2,148,956	2,676,499
CNB - CORPORATE STOCK	1,469,128	2,225,945

TY 2012 Investments Government Obligations Schedule

Name:	THE LEIGHTY FOUNDATION
EIN:	42-1264476
US Government Securities - End of Year Book Value:	90,138
US Government Securities - End of Year Fair Market Value:	88,440
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

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TY 2012 Land, Etc. Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
	69,758	41,494	28,264	50,000

TY 2012 Legal Fees Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT LEGAL FEES	5			5

TY 2012 Other Expenses Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
DUES AND SUBCRIPTIONS	7,294	365		6,929
OFFICE EQUIPMENT	862	43		819
OFFICE SUPPLIES	2,300	115		2,185
PAYROLL PREPARATION	678	33		645
POSTAGE	544	27		517
MISCELLANEOUS	1,815	91		1,724

TY 2012 Other Income Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
TAX REFUND	195		

TY 2012 Other Professional Fees Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT SERVICES -	9,254	9,254		
INVESTMENT MANAGEMENT SERVICES -	16,023	16,023		
CONSULTING FEES	2,168	2,168		

TY 2012 Taxes Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	316	316		

The Leighty Foundation
Cascade, CO
Schedule supporting Form 990-PF, Part II, line 10(a)

42-1264476

Asset description	Par Value	Beginning of year book value	End of year book value	End of year fair market value
Federal Farm Credit Bank 5 55% due 5/2/22	50,000	52,824.41	52,498.52	51,360.90
Federal Farm Credit Bank 5.875% due 8/16/21	30,000	31,855.51	-	-
Federal Farm Credit Bank 3.125% due 3/9/18	35,000	37,971 70	37,639 05	37,079.56
Federal Home Loan Bank 1.625% due 11/21/12	50,000	50,000 00	-	-
Federal Home Loan Bank 5.0% due 9/14/12	40,000	40,024.59	-	-
Federal National Mortgage Assn 5 24% due 8/7/18	75,000	78,909.85	-	-
Totals to Form 990-PF, Part II, line 10(a)		291.586 06	90,137.57	88,440.46

The Leighty Foundation
Cascade, CO
Schedule supporting Form 990-PF, Part II, line 10(b)

42-1264476

Asset description	Shares	Beginning of year book value	End of year book value	End of year fair market value
3M Co.	200	14,818.43	14,818.43	22,716.00
Abbott Laboratories	1,000	10,433.79	5,005.62	33,330.00
AbbVie	1,000	-	5,428.17	42,610.00
Accenture Ltd.	525	16,657.46	16,657.46	37,931.25
Ace Ltd	300	15,148.02	15,148.02	26,316.00
Aflac	500	24,543.96	24,543.96	28,895.00
Air Products & Chemicals	1,000	33,997.50	33,997.50	102,140.00
Amazon Com	125	28,514.50	22,943.25	35,122.50
American Europacific Grth F2	4,138.247	127,171.36	139,021.36	178,151.53
American Tower Corp.	200	7,953.70	7,953.70	13,898.00
Amgen Inc	400	23,172.50	23,172.50	43,576.00
Apache Corp	150	12,868.49	12,868.49	12,852.00
Apache Corp	472	12,663.09	12,663.09	40,440.96
Apple Inc.	40	7,249.90	3,217.54	19,488.64
Ariel Appreciation Fund	1,102.566	61,307.91	35,806.80	56,043.43
Ariel Appreciation Fund	3,654.264	137,202.47	129,317.16	185,746.24
AT&T	1,000	20,594.00	20,594.00	33,830 00
AT&T	560	14,851.20	14,851.20	18,944.80
Berkshire Hathaway Inc.	175	14,363.66	14,363.66	19,463.50
BP PLC ADR	350	14,237.52	14,237.52	14,455.00
Brinker International	1,200	25,570.19	25,570.19	47,988.00
CA Inc	900	-	22,065.75	26,325.00
Chevron Corporation	220	15,028.07	15,028.07	26,494.60
Cisco Systems Inc	1,540	63,255.06	63,255.06	35,897.40
Comcast Corp New Class A	237	4,434.24	4,434.24	9,975 33
Conocophillips	250	7,347.79	7,347.79	16,575.00
Credit Suisse Comm	15,234.882	147,500.00	140,575.82	113,804.57
Danaher Corporation	1,000	19,307.71	19,307.71	65,520.00
Disney Walt Co.	500	19,637.04	16,195.04	30,415.00
Dominion Resources	600	20,175.44	20,175.44	35,010 00
Dr Pepper Snapple Group	270	10,884.81	10,884.81	12,085.20
Driehaus Active Income Fund	18,127.147	190,000.00	190,000.00	194,504.29
Du Pont E I De Nemours & Co	400	11,087.34	11,087.34	22,648 00
Du Pont E I De Nemours & Co	335	14,410.40	14,410.40	18,967.70
Entergy Corp	300	18,492.64	18,492.64	18,969.00
Everest Real Estate Group	250	21,168.89	21,168.89	34,237.50
Exxon Mobil Corp	500	26,714.28	26,714.28	43,580 00
Exxon Mobil Corp	800	34,845.78	34,845.78	69,728.00
Fidelity Floating Rate High Income	4,661.96	21.29	46,250.27	46,339.89
Fiserv Inc	750	18,100.25	18,100.25	72,202.50
Freeport-McMoran Copper & Gold	-	11,846.17	-	-
General Electric Co	1,495	34,922.70	34,922.70	34,594.30
General Electric Co	700	23,748.69	23,748 69	16,198.00
Glaxo Smithkline Sponsored ADR	1,000	15,750.00	15,750.00	50,890.00
Goldman Sachs Group Inc	150	16,538.31	16,538.31	22,819.50
Google Inc.	55	31,537.55	31,537.55	46,579.50
Harbor International Fund	1,995.645	137,196.26	128,293.02	129,696.51
Highland Long Short Equity Fund	13,183.435	149,500.00	149,500.00	162,024.42
Home Depot Inc. Com	800	38,169.19	38,169.19	59,592.00
Intel Corp	790	42,165.27	42,165.27	17,364.20
International Business Machines	200	16,965.97	16,965.97	36,454.00
International Business Machines	150	29,179.95	29,179 95	27,340.50

The Leighty Foundation
Cascade, CO
Schedule supporting Form 990-PF, Part II, line 10(b)

42-1264476

Asset description	Shares	Beginning of year book value	End of year book value	End of year fair market value
Ishares Dj US Real Estate	2,450	132,676.75	123,156.75	152,488.00
Ishares Msci Emerging Markets	2,400	49,029.00	101,712.80	91,248.00
ITT Industries Inc	200	3,491.04	3,491.04	6,570.00
J.P. Morgan Chase & Co	900	43,343.75	43,343.75	45,477.00
Johnson & Johnson Co	250	13,546.52	13,546.52	21,602.50
Johnson & Johnson Co	340	21,979.72	21,979.72	29,379 40
Kraft Foods Group Inc.	166	-	4,796.83	8,593.82
Laudus Intl Mrktmasters	8,502.061	160,000.00	165,150.00	181,944.11
Lilly Eli & Company	800	15,580.53	15,580.53	41,120.00
Lululemon Athletica Inc	275	-	17,512.96	19,481.00
Microsoft Corp	450	12,321.78	12,321.78	15,030.00
Microsoft Corp	1,000	27,257 20	27,257.20	33,400.00
Mondelez International	500	15,097.50	8,908.90	15,335.00
Neuberger Berman Genesis Instl	3,421.458	149,004 77	149,004.77	197,144.41
Nike	560	18,065.28	18,065.28	35,179 20
Nike	500	23,374.59	18,434 85	31,410.00
Nuveen Core Bond Fund	7,074.868	116,273 19	78,546.16	80,370.50
Nuveen Mid Cap Growth Opp Fund	3,535.106	128,585.90	128,585.90	182,093.26
Nuveen Short Term Bond Fund	8,345.783	120,911.53	83,677.99	83,290.91
PAX World Balanced Fund	6,372.674	143,186.87	145,293.78	160,718 89
Pepsico Inc	300	11,941.59	11,941.59	23,919.00
Pepsico Inc	1,000	9,999.18	9,999.18	79,730.00
Pfizer Inc	942	26,856.74	26,856.74	26,573.82
PNC Bank Corp	-	6,973.13	-	-
Polaris Inds Inc.	200	16,305.30	11,830.63	21,842.00
Proctor & Gamble Co	500	25,497.69	25,497.69	38,945.00
Qualcomm Inc	-	14,489.62	-	-
Schlumberger LTD	200	5,658.60	5,658.60	16,188.00
T. Rowe Price Small Cap Stock	3,476.658	150,334.49	100,382.68	142,056.25
Target Corp	600	22,591.00	22,591.00	37,986.00
Target Corp	-	12,137.50	-	-
TCW Core Fixed Income Fd Cl I	9,010.134	-	102,404.58	97,309.45
Third Avenue Real Estate Fund	2,275.889	50,000.00	54,737.16	62,063.49
United Health Group Inc.	480	12,150.00	25,498.75	34,435.20
United Technologies Corp	300	13,838.35	9,225.57	30,030.00
United Technologies Corp	500	22,932.20	22,932.20	50,050.00
Vanguard Inflation Protected	2,491.918	143,580.63	70,040.50	64,839.71
Vanguard Short-Term	385.072	10,124.40	4,112.34	4,035.55
Verizon Communications	700	23,896.10	23,896.10	33,166.00
Verizon Communications	450	14,101.26	14,101.26	21,321.00
Walgreen Co	320	9,110.40	9,110.40	15,382.40
WalMart Stores Inc	400	11,106.10	8,792.76	29,192.00
WalMart Stores Inc	750	5,307.05	5,307.05	54,735.00
Washington Real Estate Invt Tr	-	13,320.00	-	-
Wells Fargo & Co	1,050	34,972.05	30,824.38	43,134.00
Wells Fargo & Co	800	22,686.19	22,686.19	32,864.00
Totals to Form 990-PF, Part II, line 10(b)		3,696,886.23	3,618,084.71	4,902,444.63

The Leighty Foundation
Cascade, CO
Schedule supporting Form 990-PF, Part II, line 10(c)

42-1264476

Asset description	Par Value	Beginning of year book value	End of year book value	End of year fair market value
Bank of New York Mellon 4.3% due 5/15/14	50,000	50,229.43	50,095.13	51,376.40
Bottling Group LLC 5.0% due 11/15/13	50,000	49,873.47	49,978.20	50,438.00
Cisco Systems Inc. 5.5% due 2/22/16	50,000	50,568.10	50,405.79	55,531.60
Danaher Corp. 5.4% due 3/1/19	50,000	50,375.37	50,317.62	57,097.50
Estee Lauder Co. 5.55% due 5/15/17	50,000	50,512.95	50,400.01	55,764.40
General Electric 5.625% due 5/1/18	50,000	50,190.34	50,156 75	57,043.50
Gen. Elec. Cap. Corp. 2.25% 11/9/15	50,000	-	51,594.82	51,197.50
Goldman Sachs 5.15% due 1/15/14	50,000	49,864.59	49,963.06	50,825.00
Honeywell International 4.25% 0301/21	40,000	-	45,940.56	43,250.04
IBM Corp 4.75% due 11/29/12	50,000	50,045.81	-	-
JP Morgan Chase Co 2.6% due 1/15/16	50,000	-	51,368.00	51,439.50
Medtronic 4.75% due 9/15/15	50,000	50,993.56	50,666.91	53,887.30
Merck & Co. Inc. 4.75% due 3/1/15	50,000	49,437.50	49,662.50	53,091.50
National Rural Util. Coop 5.45% due 4/10/17	50,000	50,748 00	50,586.28	56,314.50
Nike Inc. 5.15% due 10/15/15	50,000	50,192.63	50,130.98	54,089.60
Pitney Bowes Inc. 4.875% due 8/15/14	50,000	49,969.89	49,985.26	51,463.50
Rockwell Collins 4.75% due 12/1/13	50,000	50,718.21	50,143.64	50,462.00
WalMart Stores Inc 4.5% due 7/1/15	50,000	51,602.74	50,686.88	53,534.50
Wisconsin Electric Power 6.0% due 4/1/14	25,000	25,710.00	25,261.59	25,770.03
Totals to Form 990-PF, Part II, line 10(c)		781,032.59	877,343.98	922,576.37

The Leighty Foundation
Cascade, CO
Schedule Supporting 8/31/13 Form 990-PF, Part XV, line 3a

42-1264476

THE LEIGHTY FOUNDATION

Date	Type of Entity	Recipient	Amount	Area	For	Address	City	State	Zip
9/7/2012	Public Charity	Alaska Conservation Foundation	2,500	Earth Protection	General support, Awards Dinner Scholarships	441 West 5th Ave Ste 402	Anchorage	AK	99501
9/7/2012	Public Charity	Trustees for Alaska	1,000	Earth Protection	General support	1026 W 4th Ave, Ste 201	Anchorage	AK	99501
9/7/2012	Public Charity	Grout Museum	5,000	Education	NE Iowa High School Science Fair	503 South St	Waterloo	IA	50701
10/16/2012	Public Charity	Alaska Community Action on Toxics	1,000	Earth Protection	General Support	505 W Northern Lights Blvd,#205	Anchorage	AK	99503
10/16/2012	Public Charity	Coast Alaska	1,000	Education	K3 KTOO, KRNN, KXLL, SE Alaska news	360 Egan Drive	Juneau	AK	99801
10/16/2012	Public Charity	Earthjustice	3,000	Earth Protection	Alaska Office general support	426 17th Street	Oakland	CA	94612
10/16/2012	Public Charity	Earthworks	1,000	Earth Protection	General Support	1612 K Street, NW, Ste 808	Washington	DC	20006
10/16/2012	Public Charity	Environmental Defense Fund	1,000	Earth Protection	General Support	257 Park Ave South	New York	NY	10010
10/16/2012	Public Charity	Gastineau Channel Historical Society	1,000	Education	Last Chance Basin Mining Museum	PO Box 21264	Juneau	AK	99802
10/16/2012	Public Charity	International Physicians for the Prevention of Nuclear War	1,000	Peacemaking	General Support	66-70 Union Square, #204	Somerville	MA	02143
10/16/2012	Public Charity	Juneau Watershed Partnership	1,000	Earth Protection	General Support	PO Box 20649	Juneau	AK	99802
10/16/2012	Public Charity	Land Institute The	1,000	Earth Protection	General Support	2440 E Water Well Road	Salina	KS	67401
10/16/2012	Public Charity	Natural Resources Defense Council	2,000	Earth Protection	Energy Program	40 West 20th St	New York	NY	10011
10/16/2012	Public Charity	Planned Parenthood of the Great Northwest	2,000	Human Community	SE Alaska Programs	2001 East Madison St	Seattle	WA	98122
10/16/2012	Public Charity	Sitka Conservation Society	1,000	Earth Protection	General Support	P O Box 6533	Sitka	AK	99835
10/16/2012	Public Charity	Southeast Alaska Conservation Council	3,000	Earth Protection	General Support	419 6th Street	Juneau	AK	99801
10/16/2012	Public Charity	Southeast Alaska Land Trust	1,000	Earth Protection	General Support	119 Seward St, Ste 2	Juneau	AK	99801
10/16/2012	Public Charity	Tides Center	2,000	Earth Protection	Rivers Without Borders, Taku Watershed Campaign	PO Box 29907	San Francisco	CA	94129
10/16/2012	Public Charity	Union of Concerned Scientists	3,000	Earth Protection	Energy Program	2 Brattle Square	Cambridge	MA	02238
12/12/2012	Public Charity	The Gazette-El Pomar Foundation Empty Stocking Fund	1,000	Human Community	General support	P O Box 400	Colorado Springs	CO	80901
12/12/2012	Public Charity	National Center for Family Philanthropy	1,000	Promotion of Philanthropy	Friends of the Family	1101 Connecticut Ave NW Ste 220	Washington	DC	20036
12/12/2012	Public Charity	Pikes Peak Community Foundation	1,000	Volunteerism	Trails and Open Spaces Indy Give Matching Grant	730 N Nevada Ave	Colorado Springs	CO	80903
12/12/2012	Public Charity	Waterloo Development Corp	12,500	Human Community	Cedar Valley SportsPlex	P O Box 1437	Waterloo	IA	50704
12/20/2012	Public Charity	National Center for Family Philanthropy	7,500	Promotion of Philanthropy	CEO Initiative	1101 Connecticut Ave NW Ste 220	Washington	DC	20036
12/31/2012	Public Charity	Coalition for the Upper South Platte	4,000	Human Community	Waldo Canyon Fire relief efforts	P O Box 726	Lake George	CO	80827
1/3/2013	Public Charity	Pikes Peak Community Foundation	1,500	Human Community	Friends of Monument Valley Park, Indy Give Campaign	235 S Nevada Ave	Colorado Springs	CO	80903
1/13/2013	Public Charity	Shjon Podein Children's Foundation	500	Human Community	Digital Medial Project	4350 Browndale Ave	St. Louis Park	MN	55424
1/22/2013	Public Charity	The Island Institute	1,000	Education	Resilient Communities	Box 2420	Sitka	AK	99835
1/22/2013	Public Charity	Earth Island Institute	1,000	Education	Ultimate Civics, Rethinking Democracy	David Brower Center 2150 Allston Way Ste 460	Berkeley	CA	94704
1/22/2013	Public Charity	Alaska Center for the Environment	1,500	Earth Protection	AK Youth for Environmental Action	921 W 6th Ave Ste 200	Anchorage	AK	99501
1/22/2013	Public Charity	Southeast Alaska Guidance Association	1,000	Education	Connections	PO Box 33037	Juneau	AK	99803
3/27/2013	Public Charity	Bread for the Journey	500	Volunteerism	General Operating Support	9 Santa Gabriella Ct	Novato	CA	94945
3/27/2013	Public Charity	Colorado Springs Pioneers Museum	1,000	Human Community	Waldo Canyon Fire exhibit	215 S Tejon Street	Colorado Springs	CO	80903
3/27/2013	Public Charity	Points of Light Institute	3,000	Volunteerism	Sholarships for volunteer managers to attend SAVE (Summit on Advanced Volunteer Engagement)	600 Means Street Ste 210	Atlanta	GA	30318
3/27/2013	Public Charity	Interfaith Hospitality Network	1,000	Volunteerism	Conference scholarships	519 N Tejon Street	Colorado Springs	CO	80903
4/26/2013	Public Charity	Great Plains Institute	3,000	Earth Protection	General Support	2801 21st Ave S Ste 220	Minneapolis	MN	55407
4/26/2013	Public Charity	The Wilderness Society, AK Regional Office	1,000	Earth Protection	General Support	1615 M St, NW	Washington	DC	20036
4/26/2013	Public Charity	Trout Unlimited, Alaska Program	2,000	Earth Protection	General Support southeast Alaska	1300 N 17th St, Ste 500	Arlington	VA	22209-2404
4/26/2013	Public Charity	Alaska Marine Conservation Council	1,000	Earth Protection	General Support	PO Box 101145	Anchorage	AK	99510
4/26/2013	Public Charity	Alaska Center for the Environment	1,000	Earth Protection	General Support	921 W 6th Ave, Ste 200	Anchorage	AK	99501
4/26/2013	Public Charity	Northern Alaska Environmental Center	1,000	Earth Protection	General Support	830 College Rd	Fairbanks	AK	99701
4/26/2013	Public Charity	University of Northern Iowa Foundation	1,000	Education	Center for Energy & Environmental Education, Energy Education Intern	205 Commons	Cedar Falls	IA	50614
6/3/2013	Public Charity	Cook Inletkeeper	16,000	Earth Protection	Positive Alternatives to Coal Chuitna	3734 Ben Walters Lane	Homer	AK	99603
6/3/2013	Public Charity	Iowa Environmental Council	18,000	Earth Protection	Energy Program	521 E Locust, Ste 220	Des Moines	IA	50309
6/3/2013	Public Charity	Environmental Law and Policy Center	16,000	Earth Protection	Iowa Office Energy Initiatives	35 East Wacker Dr Suite 1600	Chicago	IL	60601
6/3/2013	Public Charity	Center for Science in Public Participation	16,000	Earth Protection	Alaska Technical Support Project	224 North Church Avenue	Bozeman	MT	59715
6/27/2013	Public Charity	Pikes Peak Community Foundation Edmondson Fund	5,000	Volunteerism	Capacity Building Funds	730 N Nevada Ave	Colorado Springs	CO	80903
6/27/2013	Public Charity	GreenHouse	1,000	Spirituality	Intern program	P O Box 211	Colorado Springs	CO	80901
6/27/2013	Public Charity	Fuller Seminary	1,500	Spirituality	Cliff Anderson Memorial	540 N Cascade Ave	Colorado Springs	CO	80903
6/27/2013	Public Charity	Cystic Fibrosis Foundation	4,000	Health	In honor of the Pelican Family	1355 S Colorado Blvde #C200	Denver	CO	80222
6/27/2013	Public Charity	Rocky Mountain Women's Film Festival	1,500	Women's Interests	General operating support	421 S Tejon Suite 333	Colorado Springs	CO	80903
6/27/2013	Public Charity	Association of Small Foundations	2,000	Promotion of Philanthropy	Staff development	1720 N Street NW	Washington	DC	20036
6/27/2013	Public Charity	Resource Exchange	2,500	Human Community	Community Resource Navigation program	418 S Weber Street	Colorado Springs	CO	80903
6/27/2013	Public Charity	Fostering Hope Foundation	5,000	Human Community	To improve an expand volunteer program	111 S Tejon St, Ste 112	Colorado Springs	CO	80903
6/27/2013	Public Charity	Potter's Inn	2,000	Spirituality	David Sachsenmaier support	6660 Delmonico Dr Suite 180	Colorado Springs	CO	80919

The Leighty Foundation
Cascade, CO
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6/27/2013	Public Charity	Colorado College 1874 Society	2,000	Education	Colorado College 1874 Society Membership/contribution	14 East Cache La Poudre Street	Colorado Springs	CO	80903
6/27/2013	Public Charity	Pikes Peak United Way	1,350	Volunteerism	Aimee Liotino - SAVE Conference	518 N Nevada Ave	Colorado Springs	Co	80907
6/27/2013	Public Charity	Citizens Project	500	Human Community	General Support	322 N Tejon Street #225	Colorado Springs	CO	80903
6/27/2013	Public Charity	UW Ministries	1,000	Spirituality	General Support	2501 W Colorado Ave #204	Colorado Springs	CO	80904
6/27/2013	Public Charity	Operation Rainbow	5,000	Human Community	General Support	4200 Park Blvd #157	Oakland	CA	94602
6/27/2013	Public Charity	University of Northern Iowa	6 000	Education	In honor of Marjorie Gibson Myrtle T Collins and Joe Nelson	1227 W 27th Street	Cedar Falls	IA	50614
6/27/2013	Public Charity	Care and Share	5 000	Volunteerism	Donor database management system to further understand their volunteers	2605 Preamble Point	Colorado Springs	CO	80915
6/27/2013	Public Charity	CASA	5,000	Volunteerism	Peer Coordinator Model	701 S Cascade Ave	Colorado Springs	CO	80903
6/27/2013	Public Charity	Cheyenne Village	3,000	Volunteerism	Extensive training and organization wide acceptance of volunteers	6275 Lehman Drive	Colorado Springs	CO	80918
6/27/2013	Public Charity	Community Partnership for Childhood Development	1,000	Volunteerism	Volunteer program	2330 Robinson St	Colorado Springs	CO	80904
6/27/2013	Public Charity	Inside Out Youth Services	1 000	Volunteerism	Utilization of volunteer skills and talents	235 S Nevada Ave	Colorado Springs	CO	80903
6/27/2013	Public Charity	Leadership Pikes Peak	1 500	Volunteerism	Volunteer effectiveness	24 South Weber Street #135	Colorado Springs	CO	80903
6/27/2013	Public Charity	Partners in Housing	5,000	Volunteerism	Increase volunteers' passion ensure there is recognition of volunteers and works towards volunteers being monetary donors as well	455 Gold Pass Hts	Colorado Springs	CO	80906
6/27/2013	Public Charity	Pikes Peak Community Action Agency	1,000	Volunteerism	General support of volunteer enhancement program	P O Box 2468	Colorado Springs	CO	80901
6/27/2013	Public Charity	Pikes Peak United Way	5,000	Volunteerism	Continue work on volunteer assessment program and improve volunteer engagement in Pikes Peak region	518 N Nevada Ave	Colorado Springs	Co	80907
6/27/2013	Public Charity	TESSA	5,000	Volunteerism	Increase volunteer coord Position to full time, volunteer-based work group, direct service capability	435 Gold Pass Hts	Colorado Springs	CO	80906
6/27/2013	Public Charity	Tri-Lakes Cares	1 000	Volunteerism	Increase engagement and effectivness of core group of volunteers	235 Jefferson St # B	Monument	CO	80132
6/27/2013	Public Charity	Trails and Open Spaces Coalition	4,000	Volunteerism	Open Space Volunteer Program	1040 S 8th St #101	Colorado Springs	CO	80906
6/27/2013	Public Charity	Urban Peak	5 000	Volunteerism	Reinstate Mentor program and launch volunteer advisory committee	423 East Cucharras Street	Colorado Springs	CO	80903
6/27/2013	Public Charity	Womens Resource Agency	2 500	Volunteerism	Increase effectiveness of training of women and girls	750 Citadel Drive E, Suite 3128	Colorado Springs	CO	80909
7/11/2013	Public Charity	Center for Nonprofit Excellence	750	Promotion of Philanthropy	Partners in Philanthropy Luncheon	518 N Nevada Ave	Colorado Springs	CO	80903
7/23/2013	Public Charity	Iowa Commission on Volunteer Service	2 500	Volunteerism	Iowa Nonprofit Summit - Betty Stallings	200 E Grand Ave	Des Moines	IA	50309
7/23/2013	Public Charity	Pikes Peak United Way	5 000	Volunteerism	Continuation of CS Volunteerism Initiative	518 N Nevada Ave	Colorado Springs	CO	80903
7/23/2013	Public Charity	Pikes Peak Community Foundation Edmondson Fund	3,000	Volunteerism	Capacity Building Funds	730 N Nevada Ave	Colorado Springs	CO	80903
8/12/2013	Public Charity	Taylor's Gift	2 000	Health	General Support	106 N Denton Tap Road, Suite 210-167	Coppell	TX	75109
8/12/2013	Public Charity	Colfax Community Network	2 000	Human Community	children's programming	PO Box 202373	Denver	CO	80220
8/12/2013	Public Charity	Cystic Fibrosis Foundation	1 000	Health	General Support	400 S Colorado Blvd #840	Denver	CO	80246
8/16/2013	Public Charity	Job Foundation	2,000	Education	General Support	2712 Orchard Drive Suite B2	Cedar Falls	IA	50613
8/22/2013	Public Charity	Evergreen City Ballet	1 000	Education	Dance Alive school program	2230 Lind Ave SW Cedar River Corp Park Bldg C	Renton	WA	98057
8/22/2013	Public Charity	Page Ahead Children's Literacy Program	1,000	Education	Book Distribution Program	1130 NW 85th St	Seattle	WA	98117
8/22/2013	Public Charity	Lynn Canal Conservation	1,000	Earth Protection	Haines Highway Research	PO Box 1324	Haines	AK	99827
8/22/2013	Public Charity	University of Northern Iowa Foundation	1,000	Earth Protection	Center for Energy&Environ Ed Local Foods Project	205 Commons	Cedar Falls	IA	50614
8/22/2013	Public Charity	Save the Children	500	Human Community	Children s Emergency Fund	54 Wilton Road	Westport	CT	06880
8/22/2013	Public Charity	Amnesty International	500	Human Community	General Support	5 Penn Plaza	New York	NY	10001
8/22/2013	Public Charity	EngenderHealth	500	Human Community	General Support	440 Ninth Ave	New York	NY	10001
8/22/2013	Public Charity	Handicap International	500	Peacemaking	Landmine and Cluster Bomb Project	6930 Carroll Ave, Ste 240	Takoma Park	MD	20912-4468
8/22/2013	Public Charity	Asia Foundation	500	Human Community	$250 sponsor 1 child's education $250 general fund	PO Box 543	San Francisco	CA	94104
8/22/2013	Public Charity	Planned Parenthood Federation of America	1,000	Human Community	General Support	434 West 33rd Street	New York	NY	10001
8/22/2013	Public Charity	Community Alliance with Family Farmers	200	Earth Protection	General Support	P O Box 363	Davis	CA	95617
8/22/2013	Public Charity	National Public Radio	500	Human Community	News Programming	635 Massachusetts Ave NW	Washington	DC	20001
8/22/2013	Public Charity	Alaska Public Telecommunications Inc - KSKA Radio	500	Human Community	News Programming	3877 University Dr	Anchorage	AK	99508-4676
8/22/2013	Public Charity	World Wildlife Fund	800	Earth Protection	General Support	1250 24th Street N W P O Box 97180	Washington	DC	20090-7180
8/22/2013	Public Charity	Gastineau Humane Society	200	Health	Spaying & Neutering Fund	7705 Glacier Hwy	Juneau	AK	99801
8/22/2013	Public Charity	National Outdoor Leadership School	200	Education	NOLS Annual Fund (scholarships)	284 Lincoln Street	Lander	WY	82520-2848
8/22/2013	Public Charity	The Nature Conservancy	1,000	Earth Protection	General Support	Attn Treasury, 4245 N Fairfax Dr, Suite 100	Arlington	VA	22203 1606
8/22/2013	Public Charity	Alaska Center for the Environment	500	Earth Protection	General Support	921 W 6th Ave, Ste 200	Anchorage	AK	99501
8/22/2013	Public Charity	Alaska Design Forum	250	Human Community	General Support	P O Box 101916	Anchorage	AK	99510
8/22/2013	Public Charity	International Gallery of Contemporary Art	200	Human Community	General Support	427 D Street	Anchorage	AK	99501
8/22/2013	Public Charity	American Institute for Graphic Arts Alaska Chapter	200	Human Community	Alaska Chapter	PO Box 101973	Anchorage	AK	99510
8/22/2013	Public Charity	PlugIn America	1 000	Earth Protection	General Support	2370 Market Street #419	San Francisco	CA	94114
8/22/2013	Public Charity	Trailer Art Center	3,000	Human Community	Anchorage Community Works	349 E Ship Creek Avenue	Anchorage	AK	99501
8/22/2013	Public Charity	UC Davis Institute of Transportation Studies	2,000	Earth Protection	General Support	1605 Tilia Street, Suite 100	Davis	CA	95616
8/22/2013	Public Charity	Doctors Without Borders USA	3,000	Health	General Support	333 7th Avenue, 2nd Floor	New York	NY	10001-5004
8/26/2013	Public Charity	Shion Podein Children's Foundation	2,000	Human Community	Cost offset from annual benefit	4350 Browndale Ave	St Louis Park	MN	55424
8/26/2013	Public Charity	Joyful Mission Pre-School	2,500	Education	Supplies/Materials	%Joy Lutheran Church, 7051 East Parker Hills Court	Parker	CO	80138
8/26/2013	Public Charity	My Angel Foundation	2,000	Health	Operating Costs	PO Box 1223	Waukee	IA	50263
8/27/2013	Public Charity	Waterloo Schools Foundation	10,000	Education	STEM Program	PO Box 1896	Waterloo	IA	50704
8/27/2013	Public Charity	Grout Museum	8,500	Human Community	Bluedorn Science Imaginarium	503 South St	Waterloo	IA	50701
8/27/2013	Public Charity	Family and Children's Council of Black Hawk County	10,000	Human Community	Parent to Parent program	500 E 4th St, Suite 414	Waterloo	IA	50703
8/27/2013	Public Charity	Cascade Volunteer Fire Department	1,000	Human Community	Support of Cascade Volunteer Fire Fighters	8015 Severy Ave	Cascade	CO	80809
8/28/2013	Public Charity	Pikes Peak Community Foundation	8 000	Human Community	Manitou Spring Flood Relief	730 N Nevada Ave	Colorado Springs	CO	80903
8/28/2013	Public Charity	Pikes Peak Community Foundation (Indy Give?)	1,000	Human Community	Monument Valley Park	730 N Nevada Ave	Colorado Springs	CO	80903
	TOTAL		320 150						