Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: THE LEIR FOUNDATION, INC.

A Employer identification number: 06-1466481

Number and street (or P O box number if mail is not delivered to street address): 570 LEXINGTON AVENUE, 33RD FLOOR

Room/suite:

B Telephone number: 212-750-9330

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10022

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)* ▶$ 55,123,471.

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).)		**(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	0.		N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,293.	1,293.		STATEMENT 2
	4 Dividends and interest from securities	1,058,918.	1,123,019.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,144,303.			STATEMENT 1
	b Gross sales price for all assets on line 6a 2,150,262.				
	7 Capital gain net income (from Part IV, line 2)		3,423,614.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	6,444.	-46,395.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	4,210,958.	4,501,531.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	205,745.	102,873.		102,872.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	41,710.	20,855.		20,855.
	16a Legal fees STMT 5	38,576.	19,288.		19,288.
	b Accounting fees STMT 6	137,363.	68,682.		68,681.
	c Other professional fees STMT 7	87,037.	87,037.		0.
	17 Interest				
	18 Taxes STMT 8	44,233.	17,748.		6,485.
	19 Depreciation and depletion				
	20 Occupancy	64,979.	32,490.		32,489.
	21 Travel, conferences, and meetings	9,906.	0.		9,906.
	22 Printing and publications				
	23 Other expenses STMT 9	247,583.	230,714.		16,869.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	877,132.	579,687.		277,445.
	25 Contributions, gifts, grants paid	3,740,500.			2,240,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	4,617,632.	579,687.		2,517,945.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-406,674.			
	b **Net investment income** (if negative, enter -0-)		3,921,844.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	68,918.	105,737.	105,737.
	2	Savings and temporary cash investments	12,465,918.	17,921,237.	17,921,237.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 11	1,429,194.	1,691,715.	1,772,531.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	34,107,118.	28,083,461.	35,319,866.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ ARTWORK)	4,100.	4,100.	4,100.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)	48,075,248.	47,806,250.	55,123,471.
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			
	22	Other liabilities (describe ▶ STATEMENT 13)	151,332.	289,008.	
	23	**Total liabilities** (add lines 17 through 22)	151,332.	289,008.	
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 ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	47,923,916.	47,517,242.	STATEMENT 10
	30	**Total net assets or fund balances**	47,923,916.	47,517,242.	
	31	**Total liabilities and net assets/fund balances**	48,075,248.	47,806,250.	

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	47,923,916.
2	Enter amount from Part I, line 27a	2	-406,674.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	47,517,242.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	47,517,242.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	2,150,262.		2,092,713.	3,423,614.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				3,423,614.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 3,423,614.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	2,768,318.	50,923,033.	.054363
2011	2,616,006.	52,275,461.	.050043
2010	3,125,975.	53,328,438.	.058617
2009	3,213,666.	45,978,112.	.069896
2008	4,128,865.	64,975,732.	.063545

2	**Total** of line 1, column (d)	2	.296464
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	.059293
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	50,215,740.
5	Multiply line 4 by line 3	5	2,977,442.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	39,218.
7	Add lines 5 and 6	7	3,016,660.
8	Enter qualifying distributions from Part XII, line 4	8	2,517,945.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	78,437.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	78,437.
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	78,437.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	63,936.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	65,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	128,936.
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	50,499.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶		50,499. **Refunded** ▶	11	0.

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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the 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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *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
4a 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? N/A	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, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
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 2013 or the taxable year beginning in 2013 (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

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

			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 ▶ N/A

14 The books are in care of ▶ ARTHUR S. HOFFMAN Telephone no.▶212-750-9330

Located at ▶570 LEXINGTON AVENUE, 33RD FLOOR, NEW YORK, NY ZIP+4 ▶10022

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2013, 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

			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 instructions)?	1b		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 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	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. ▶ ____, ____, ____, ____			
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 2013 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 2013.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

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

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

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

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

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

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** No: X

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? SEE STATEMENT 14 ☒ 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: X

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? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ARTHUR S. HOFFMAN 570 LEXINGTON AVENUE, 33RD FLOOR NEW YORK, NY 10022	PRES/TREAS/DIRECTOR * 40.00	162,357.	11,853.	0.
MARGOT GIBIS 570 LEXINGTON AVENUE, 33RD FLOOR NEW YORK, NY 10022	DIRECTOR/ VICE PRESIDENT * 40.00	43,388.	6,117.	0.
STUART SILVER 570 LEXINGTON AVENUE, 33RD FLOOR NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
JEAN WAGENER 570 LEXINGTON AVENUE, 33RD FLOOR NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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*THE PRESIDENT AND VICE PRESIDENT ARE EMPLOYED
FULL TIME BY THE FOUNDATION AND ITS AFFILIATES.

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
UHY ADVISORS 19 W. 44TH STREET 12TH FL, NEW YORK, NY 10036	TAX, ACCOUNTING AND CONSULTING	126,400.
OFFIT CAPITAL ADVISORS LLC 485 LEXINGTON AVENUE, NEW YORK, NY 10017	INVESTMENT ADV FEE	87,037.

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions. 3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

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10-10-13

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	49,257,288.
b	Average of monthly cash balances			1b	1,723,159.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	50,980,447.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	50,980,447.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	764,707.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	50,215,740.
6	**Minimum investment return.** Enter 5% of line 5			6	2,510,787.

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	2,510,787.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	78,437.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	78,437.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,432,350.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	2,432,350.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	2,432,350.

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	2,517,945.
b	Program-related investments - total from Part IX-B	1b	0.
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	2,517,945.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,517,945.

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.

Form **990-PF** (2013)

323571
10-10-13

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,432,350.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 894,495.				
b From 2009 914,760.				
c From 2010 465,745.				
d From 2011 63,086.				
e From 2012 239,230.				
f **Total** of lines 3a through e	2,577,316.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 2,517,945.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				2,432,350.
e Remaining amount distributed out of corpus	85,595.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,662,911.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	894,495.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	1,768,416.			
10 Analysis of line 9:				
a Excess from 2009 914,760.				
b Excess from 2010 465,745.				
c Excess from 2011 63,086.				
d Excess from 2012 239,230.				
e Excess from 2013 85,595.				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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).)

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED	NONE	501(C)(3)	GRANT FOR DONEE'S EXEMPT PURPOSE	2,240,500.
THE LEIR RETREAT CENTER, INC. C/O ARTHUR HOFFMAN 570 LEXINGTON AVENUE, 33RD FLOOR NEW YORK, NY 10022		501(C)(3)	SUPPORT OF OPERATION OF PROGRAMS FOR DISADVANTAGED CHILDREN AND CONFERENCE CENTER FOR CHAR ORGANIZATIONS	1,500,000.
Total			▶ 3a	3,740,500.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,293.	
4 Dividends and interest from securities			14	1,058,918.	
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				6,444.	
8 Gain or (loss) from sales of assets other than inventory			18	3,144,303.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		4,210,958.	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 4,210,958.

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

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Arthur S Hoffman | Nov. 17, 2014 | PRESIDENT

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
SHARON GOODMAN	Sharon Goodman	11/12/2014		P00286108

Firm's name ▶ UHY ADVISORS NY, INC.

Firm's EIN ▶ 14-1555429

Firm's address ▶ 19 WEST 44TH STREET
NEW YORK, NY 10036

Phone no. 212-381-4700

Form **990-PF** (2013)

THE LEIR FOUNDATION, INC., 06-1466481
2013
PART XV - LINE 3A GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENTS	ADDRESS	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
American - Israel Cultural Foundation	1140 Broadway - Suite 304, New York, NY 10001	$ 12,000	Museum and cultural
AmeriCares Free Clinics, Inc	88 Hamilton Avenue, Stamford, CT 06902	$ 15,000	Medical clinical
Ann's Place - The Home of I CAN	80 Saw Mill Road, Danbury, CT 06810	$ 15,000	Relief of disadvantage
Atlantic Theater Company	76 Ninth Avenue - Suite 537, New York, NY 10011	$ 15,000	Civil rights
Bar-Ilan University	160 East 56th Street - 5th Floor, New York, NY 10022	$ 175,000	Education
Caritas Seniorenheim St. Gunter	Geyersberger Strasse 36, 94078 Freyung, Bayern, Germany	$ 5,000	Support of Workshops & Activities for the Elderly
Center for Women and Families	753 Fairfield Avenue, Bridgeport, CT 06604	$ 20,000	Relief of disadvantage
Citta	110 East 55th Street, New York, NY 10022	$ 5,000	Community Service
Congregation of the Holy Spirit	Knechsteden, 41540 Dormagen, Germany	$ 3,000	Support of Church
Cooperative Educational Services	40 Lindeman Drive, Trumbull, CT 06611	$ 20,000	Education
CT Quest for Peace	336 Ridgebury Road, Ridgefield, CT 06877	$ 7,000	Humanitarian aid
Danbury Police Department	375 Main Street, Danbury, CT 06810	$ 10,000	Community Service
Disability Rights Fund	89 South Street-Suite 203, Boston, MA 02111-2670	$ 10,000	Relief of disadvantage
Dorothy Day Hospitality House, Inc	11 Spring Street, Danbury, CT 06810	$ 10,000	Medical clinical
Family and Children's Aid	75 West Street, Danbury, CT 06810	$ 30,000	Medical clinical
Fondation Letzebuerger Kannerduerf	Rue Hermann Gmeiner 10, L-7534, Luxembourg	$ 15,000	Support of abused children
French Legion of Honor	22 East 60th Street, New York, NY 10022	$ 1,000	Museum and cultural
Friends of Ridgefield Community Programs, Inc. (CHIRP)	400 Main Street, Ridgefield, CT 06877	$ 1,300	Community Service
Friends of Yad Sarah	450 Park Avenue, Suite 3201, New York, NY 10022	$ 50,000	Community Service
Green Chimneys	400 Doansburg Rd , Box 719, Brewster, NY 10509	$ 125,000	Human rights
Grow NYC	51 Chambers Street-Room 228, New York, NY 10007	$ 15,000	Community Service
Hebrew University, Inc.	1 Battery Park Plaza, 25th Fl , New York, NY 10004-1405	$ 225,000	Education
Heinz-Theuerjahr-Schule-Neuschonau	Schulstrabe 11, 94556 Neuschonau, Germany	$ 10,000	Support of Children's Education
Jerusalem Foundation	420 Lexington Avenue, Suite 1645, New York, NY 10170	$ 125,000	Community Service
Kannerland Letzebuerg	59a av Victor Hugo, L-1750 Luxembourg	$ 40,000	Support of Family Serve
Kevin's Community Center	153 South Main Street, Newton, CT 06470	$ 15,000	Community Service
Kindermissionswerk	Postfach 10-10-56, D-5210, Aachen, Germany	$ 2,000	Providing food, cloth
Meals on Wheels of Ridgefield, Inc.	Ballard Green, 25 Gilbert Street, Ridgefield, CT 06877	$ 12,000	Community Service
Musee d'Art Moderne (MUDAM)	3, Park Drai Eechelen, L-1499, Luxembourg	$ 8,500	Museum and cultural
New Jersey Institute of Technology	University Heights, Newark,NJ 07120-1982	$ 50,000	Education
Newtown Department of Police Services	3 Main Street, Newtown, CT 06470	$ 10,000	Community Service
Northside Center for Child Development, Inc	1301 Fifth Avenue, New York, NY 10029	$ 15,000	Children's program
Oratory of The Little Way	P O Box 221, Gaylordsville, CT 06775	$ 5,000	Interreligious Understanding
Regional Hospice & Homecare W CT	405 Main Street, Danbury, CT 06810	$ 100,000	Medical clinical
Richmond Community Services Foundation	272 North Bedford Road, Mt. Kisco, NY 10549	$ 15,700	Community Service
Ridgefield Chorale	P O Box 686, Ridgefield, CT 06877	$ 2,000	Community Service
Ridgefield Community Center	316 Main Street, Ridgefield, CT 06877	$ 10,000	Community Service
Ridgefield Fire Department	6 Catoonah Street, Ridgefield, CT 06877	$ 5,000	Community Service
Ridgefield Library	472 Main Street, Ridgefield, CT 06877	$ 75,000	Education
Ridgefield Operation Animal Rescue	45 South Street, Ridgefield, CT 06877	$ 6,000	Community Service
Ridgefield Police Department	76 East Ridge, Ridgefield, CT 06877	$ 15,000	Community Service
Ridgefield Sunrise Cottage	P O Box 486, Ridgefield, CT 06877	$ 10,000	Relief of disadvantage
Ridgefield Visiting Nurse Asscociation	90 East Ridge, Ridgefield, CT 06877	$ 20,000	Medical clinical
Ridgefield Volunteer Fire Department	6 Catoonah Street, Ridgefield, CT 06877	$ 5,000	Community Service
SNACK & Friends, Inc.	220 East 86th Street, New York, NY 10028	$ 15,000	Children's program
Stanley M Isaacs Neighborhood Center	415 East 93rd Street, New York, NY 10128-6904	$ 50,000	Community Service
Tufts University	160 Packard Avenue, Medford, MA 02111	$ 545,000	Education
United Methodist Church	207 Main Street, Ridgefield, CT 06877	$ 15,000	Interreligious Understanding
Weizmann Institute of Science	633 Third Avenue, New York, NY 10017	$ 225,000	Museum and cultural
Western Connecticut Home Care	4 Liberty Street, Danbury, CT 06810	$ 30,000	Community Service
Women's Center of Greater Danbury	2 West Street, Danbury, CT 06810	$ 10,000	Community Service
World Wildlife Fund	1250 24th Street, NW, Washington, DC 20037	$ 10,000	Wildlife conservation
TOTAL		$ 2,240,500	

THE LEIR FOUNDATION, INC.

CONTINUATION FOR 990-PF, PART IV
06-1466481 PAGE 1 OF 1

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	EII REALTY SEC - CAP GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS
b	TWEEDY BROWNE - CAP GAIN DISTRIBUTION	P	VARIOUS	VARIOUS
c	YACKTMAN FOCUSED - CAP GAIN DISTRIBUTION	P	VARIOUS	VARIOUS
d	RS GLOBAL NATURAL RESOURCES FUND	P	12/14/12	11/21/13
e	RS GLOBAL NATURAL RESOURCES FUND	P	VARIOUS	11/21/13
f	LT CAPITAL GAIN THRU ODYSSEY IV (K-1)	P	VARIOUS	VARIOUS
g	LT CAPITAL GAIN THRU ODYSSEY IV (K-1)	P	VARIOUS	VARIOUS
h	LT CAPITAL GAIN THRU ODYSSEY III (K-1)	P	VARIOUS	VARIOUS
i	LT CAPITAL GAIN THRU LP INVESTOR (K-1)	P	VARIOUS	VARIOUS
j	LT CAPITAL GAIN/LOSS THRU LP INVESTOR (K-1)	P	VARIOUS	VARIOUS
k	ST GAIN THRU OCA BRIGADE CREDIT FUND II (K-1)	P	VARIOUS	VARIOUS
l	SANKATY HIGH INCOME (K-1)	P	VARIOUS	VARIOUS
m	ASHMORE BRASIL FUND LIMITED	P	VARIOUS	VARIOUS
n	VENTURE STAR SHANGHAI CO. LTD	P	VARIOUS	VARIOUS
o	SECTION 1256 CONTRACTS THRU OCA BRIGADE CREDIT FU			

	(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				224,901.
b				12,158.
c				169,349.
d	3,408.		3,362.	46.
e	798,541.	0.	854,818.	-56,277.
f				2,996,488.
g				0.
h				-352,189.
i				-1.
j				0.
k				313,571.
l	208,353.		208,353.	0.
m			291,318.	-291,318.
n	1,139,960.		734,862.	405,098.
o				1,788.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				224,901.
b				12,158.
c				169,349.
d				46.
e				-56,277.
f				2,996,488.
g				0.
h				-352,189.
i				-1.
j				0.
k				313,571.
l				0.
m				-291,318.
n				405,098.
o				1,788.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } .... **2** 3,423,614.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 } **3** N/A

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EII REALTY SEC - CAP GAIN DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	224,901.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TWEEDY BROWNE - CAP GAIN DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	12,158.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
YACKTMAN FOCUSED - CAP GAIN DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	169,349.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
RS GLOBAL NATURAL RESOURCES FUND	PURCHASED	12/14/12	11/21/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,408.	3,408.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
RS GLOBAL NATURAL RESOURCES FUND	PURCHASED	VARIOUS	11/21/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
798,541.	854,818.	0.	0.	-56,277.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LT CAPITAL GAIN THRU ODYSSEY IV (K-1)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	2,996,488.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LT CAPITAL GAIN THRU ODYSSEY IV (K-1)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	1,520.	0.	0.	-1,520.

THE LEIR FOUNDATION, INC. 06-1466481

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LT CAPITAL GAIN THRU ODYSSEY III (K-1)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-352,189.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LT CAPITAL GAIN THRU LP INVESTOR (K-1)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-1.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LT CAPITAL GAIN/LOSS THRU LP INVESTOR (K-1)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	81,000.	0.	0.	-81,000.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ST GAIN THRU OCA BRIGADE CREDIT FUND II (K-1)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	313,571.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SANKATY HIGH INCOME (K-1)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
208,353.	0.	0.	0.	208,353.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ASHMORE BRASIL FUND LIMITED	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	291,318.	0.	0.	-291,318.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VENTURE STAR SHANGHAI CO. LTD	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,139,960.	1,139,960.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1256 CONTRACTS THRU OCA BRIGADE CREDIT FUND (K-1)	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	1,788.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	3,144,303.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK OF NY #3578	78.	78.	
BANK OF NY #3890	1.	1.	
FIDELITY 656-169696	1,214.	1,214.	
TOTAL TO PART I, LINE 3	1,293.	1,293.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
EII INTERNATIONAL PROPERTY FUND	53,038.	0.	53,038.	55,925.	
EII REALTY SEC INSTITUTIONAL SHS	33,144.	0.	33,144.	37,622.	
LP INVESTOR (K-1)	16.	0.	16.	16.	
OCA BRIGADE CREDIT FUND II (K-1)	416,205.	0.	416,205.	416,205.	
ODYSSEY FUND IV (K-1)	112.	0.	112.	112.	
ODYSSEY III (K-1)	397,505.	0.	397,505.	397,505.	
TWEEDY BROWNE WORLD HIGH DIV YLD	109,236.	0.	109,236.	117,611.	
YACKTMAN FOCUSED FUND	49,662.	0.	49,662.	98,023.	
TO PART I, LINE 4	1,058,918.	0.	1,058,918.	1,123,019.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OCA BRIGADE CREDIT FUND (K-1)	-46,395.	-46,395.	
EII REALTY SEC INSTITUTION SHS	4,478.	0.	
YACKTMAN FOCUSED FUND	48,361.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6,444.	-46,395.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CADWALADER, WICKERSHAM & TAFT LLP	38,576.	19,288.		19,288.
TO FM 990-PF, PG 1, LN 16A	38,576.	19,288.		19,288.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UHY ADVISORS - TAX, ACCOUNTING & CONSULTING FEES	126,400.	63,200.		63,200.
CORNERSTONE ACCOUNTING GROUP LLP - AUDIT FEES	10,963.	5,482.		5,481.
TO FORM 990-PF, PG 1, LN 16B	137,363.	68,682.		68,681.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFIT CAPITAL ADVISOR - INVESTMENT ADVISORY FEES	87,037.	87,037.		0.
TO FORM 990-PF, PG 1, LN 16C	87,037.	87,037.		0.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	12,971.	6,486.		6,485.
FOREIGN TAX PAID - EII INTERNATIONAL FUND	2,887.	2,887.		0.
FOREIGN TAX PAID - TWEEDY BROWNE WORLDWIDE HIGH DIVIDEND	8,375.	8,375.		0.
FEDERAL EXCISE TAX	20,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	44,233.	17,748.		6,485.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	6,208.	3,104.		3,104.
GENERAL AND ADMIN EXPENSES	27,530.	13,765.		13,765.
PORTFOLIO DEDUCTION FROM ODYSSEY III (K-1)	95,729.	95,729.		0.
INVESTMENT INTEREST EXPENSE FROM ODYSSEY IV (K-1)	1,563.	1,563.		0.
PORTFOLIO DEDUCTION FROM ODYSSEY III (K-1)	36,725.	36,725.		0.
PORTFOLIO DEDUCTION FROM LP INVESTOR (K-1)	601.	601.		0.
PORTFOLIO DEDUCTION FROM OCA BRIGADE CREDIT FUND II (K-1)	66,130.	66,130.		0.
INVESTMENT INTEREST EXPENSE FROM OCA BRIGADE CREDIT FUND II (K-1)	13,097.	13,097.		0.
TO FORM 990-PF, PG 1, LN 23	247,583.	230,714.		16,869.

FORM 990-PF OTHER FUNDS STATEMENT 10

DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
RE OR ACCUMULATED INCOME	47,923,916.	47,517,242.
TOTAL TO FORM 990-PF, PART II, LINE 29	47,923,916.	47,517,242.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EUROPEAN INVESTORS	1,691,715.	1,772,531.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,691,715.	1,772,531.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ODYSSEY INVESTMENT PARTNERSHIP	COST	0.	0.
ODYSSEY INVESTMENT PARTNERS FUND III LP	COST	2,794,790.	3,334,496.
ODYSSEY INVESTMENT PARTNERS IV	COST	2,702,292.	3,594,260.
VENTURE STAR SHANGHAI CO LTD	COST	862,431.	1,969,585.
YACKTMAN FOCUSED FUND	COST	5,201,037.	7,381,421.
EII GLOBAL PROPERTY FUND	COST	1,141,329.	1,715,931.
OCA BRIGADE CREDIT FUND II LLC	COST	5,876,117.	5,973,515.
OCA EUROPEAN STRATEGIC CREDIT FUND	COST	1,097,892.	1,297,066.
TWEEDY BROWNE WORLDWIDE HIGH DIV YLD	COST	5,407,573.	6,593,919.
RS GLOBAL NATURE RESOURCE Y	COST	0.	0.
CORSAIR CAPITAL INVESTORS LTD	COST	3,000,000.	3,459,673.
ASHMORE BRASIL FUND LIMITED	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		28,083,461.	35,319,866.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DUE TO RIDGEFIELD FOUNDATION	151,332.	289,008.
TOTAL TO FORM 990-PF, PART II, LINE 22	151,332.	289,008.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 14
PART VII-B, LINE 5C

GRANTEE'S NAME

CARITAS SENIORENHEIM ST. GUNTER

GRANTEE'S ADDRESS

GEYERSBERGER STRASSE 36
FREYUNG, BAYERN, GERMANY, 94078

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
5,000.	06/26/13	5,000.

PURPOSE OF GRANT

SUPPORT OF WORKSHOPS AND ACTIVITIES FOR THE ELDERLY

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON INFORMATION PROVIDED BY THE GRANTEE, NO PART OF THE GRANT HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME

HEINZ-THEUERJAHR-SCHULE-NEUSCHONAU

GRANTEE'S ADDRESS

SCHULSTRABE 11
NEUSCHONAU, GERMANY, 94556

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
10,000.	06/26/13	10,000.

PURPOSE OF GRANT

SUPPORT OF CHILDREN'S EDUCATION

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON INFORMATION PROVIDED BY THE GRANTEE, NO PART OF THE GRANT HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME

KANNERLAND LETZEBUERG

GRANTEE'S ADDRESS

59A AV. VICTOR HUGO
, LUXEMBOURG, L-1750

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
40,000.	06/26/13	40,000.

PURPOSE OF GRANT

SUPPORT OF FAMILY RELATIONS SERVICES

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON INFORMATION PROVIDED BY THE GRANTEE, NO PART OF THE GRANT HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME

THE LEIR RETREAT CENTER

GRANTEE'S ADDRESS

570 LEXINGTON AVE
NEW YORK, NY 10022

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
1,500,000.	12/01/12	1,500,000.

PURPOSE OF GRANT

SUPPORT FOR OPERATIONS AS A HOME FOR DISADVANTAGED CHILDREN AND CONFERENCE CENTER FOR CHARITABLE ORGANIZATIONS

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON INFORMATION PROVIDED BY THE GRANTEE, NO PART OF THE GRANT HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME

CONGREGATION OF THE HOLY SPIRIT

GRANTEE'S ADDRESS

41540 DORMAGEN
KNECHSTEDEN, GERMANY, 41540

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
3,000.	06/26/13	3,000.

PURPOSE OF GRANT

SUPPORT OF CHURCH

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON INFORMATION PROVIDED BY THE GRANTEE, NO PART OF THE GRANT HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME

MUSEE D'ART MODERNE (MUDAM)

GRANTEE'S ADDRESS

3, PARK DRAI EECHELEN
, LUXEMBOURG, L-1499

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
8,500.	12/23/13	8,500.

PURPOSE OF GRANT

SUPPORT OF MUSEUM
ENGLISH VERSION OF THE PUBLICATION: "MUDAM-LE BATIMENT DE LEON MING PEI"

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON INFORMATION PROVIDED BY THE GRANTEE, NO PART OF THE GRANT HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME

KINDERMISSIONSWERK

GRANTEE'S ADDRESS

POSTFACH 10-10-56
AACHEN, GERMANY, D-5210

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
2,000.	06/26/13	2,000.

PURPOSE OF GRANT

PROVIDING FOOD, CLOTHING AND EDUCATIONAL MATERIALS

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON INFORMATION PROVIDED BY THE GRANTEE, NO PART OF THE GRANT HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME

FONDATION LETZEBUERGER KANNERDUERF

GRANTEE'S ADDRESS

RUE HERMANN GMEINER 10
, LUXEMBOURG, L-7534

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
15,000.	06/08/13	15,000.

PURPOSE OF GRANT

SUPPORT OF ABUSED CHILDREN W/ANIMAL ASSISTED PEDAGOGY/THERAPY

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON INFORMATION PROVIDED BY THE GRANTEE, NO PART OF THE GRANT HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

Form **8868**
(Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No. 1545-1709

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

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

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

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

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

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

Enter filer's identifying number

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE LEIR FOUNDATION, INC.	Employer identification number (EIN) or 06-1466481
	Number, street, and room or suite no. If a P.O. box, see instructions. 570 LEXINGTON AVENUE, 33RD FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10022	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ ARTHUR S. HOFFMAN 570 LEXINGTON AVENUE, 33RD FLOOR - NEW YORK, NY 10022
  Telephone No. ▶ 212-750-9330 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year 2013 or
▶ ☐ tax year beginning ____________ , and ending ____________ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 128,936.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 63,936.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 65,000.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form 8868 (Rev. 1-2014)
323841
12-31-13