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Form 990-PF

Return of Private Foundation

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

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

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation THE LEEVER FOUNDATION		A Employer identification number 22-3115036
Number and street (or P O box number if mail is not delivered to street address) 900 SOUTH PARK PLACE		B Telephone number (see instructions) (828) 393-8512
City or town, state or province, country, and ZIP or foreign postal code HENDERSONVILLE, NC 28791		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 14,262,405	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	2,294,329			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	662,110	662,110		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	352,419			
	b Gross sales price for all assets on line 6a 1,239,416				
	7 Capital gain net income (from Part IV, line 2)		382,877		
	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)				
	12 Total. Add lines 1 through 11	3,308,858	1,044,987		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	386	193		193
	b Accounting fees (attach schedule)	5,000	3,800		1,200
	c Other professional fees (attach schedule)	58,199	30,070		28,129
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	9,701	8,701		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	97	49		48
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	73,383	42,813		29,570
	25 Contributions, gifts, grants paid.	616,513			616,513
	26 Total expenses and disbursements. Add lines 24 and 25	689,896	42,813		646,083
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,618,962			
	b Net investment income (if negative, enter -0-)		1,002,174		
	c Adjusted net income (if negative, enter -0-)				

	Part III Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		44,086	1,308,645	1,308,645
	2 Savings and temporary cash investments				
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►		210,963		
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		8,704,492	10,269,858	12,953,760
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		8,959,541	11,578,503	14,262,405
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	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0	0	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0	0	
	29 Retained earnings, accumulated income, endowment, or other funds		8,959,541	11,578,503	
	30 Total net assets or fund balances (see page 17 of the instructions)		8,959,541	11,578,503	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		8,959,541	11,578,503	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	8,959,541
2	Enter amount from Part I, line 27a	2	2,618,962
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	11,578,503
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	11,578,503

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)
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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			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	

a 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	382,877
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	

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))
2012	1,111,868	9,639,801	0 115341
2011	308,432	9,852,904	0 031304
2010	397,148	9,465,172	0 041959
2009	430,427	7,821,111	0 055034
2008	573,803	11,092,694	0 051728

2 Total of line 1, column (d).	2	0 295366
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 059073
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	11,873,023
5 Multiply line 4 by line 3.	5	701,375
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	10,022
7 Add lines 5 and 6.	7	711,397
8 Enter qualifying distributions from Part XII, line 4.	8	646,083

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 <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	20,043
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	20,043
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	20,043
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,800
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	17,200
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	22,000
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	1,957
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 1,957 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		
	(1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>If "Yes," attach a detailed description of the activities.</i>		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>If "Yes," attach the statement required by General Instruction T.</i>		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		
	● By language in the governing instrument, or		
	● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	<input type="checkbox"/> Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<input type="checkbox"/> Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)		
	<input type="checkbox"/> 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? <i>If "No," attach explanation.</i>	<input type="checkbox"/> 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/> Yes	

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 ► N/A

14	The books are in care of ► CONNECTICUT COMMUNITY FOUNDATION Located at ► 43 FIELD STREET WATERBURY CT	Telephone no ► (203) 753-1315 ZIP +4 ► 067021906
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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
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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	Yes	No
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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

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b	
	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	No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)		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 2013?		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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>		5b
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b

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)

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				

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		

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.

<p>1 THE FOUNDATION AWARDS SCHOLARSHIP GRANTS TO CHILDREN OF MACDERMID'S EMPLOYEES MACDERMID, INC IS A PUBLICLY TRADE COMPANY LISTED ON THE NEW YORK STOCK EXCHANGE THE ADMINISTRATION OF THE SCHOLARSHIP PROGRAM IS HANDLED ENTIRELY BY THE CONNECTICUT COMMUNITY FOUNDATION, INC ,BASED IN WATERBURY, CONNECTICUT THE LEEVER FOUNDATION PAYS THE CONNECTICUT COMMUNITY FOUNDATION AN ADMINISTRATIVE FEE FOR THIS SERVICE FOR 2013, TWENTY THREE SCHOLARSHIPS WERE MADE RANGING BETWEEN \$2,500- \$5,200</p>	83,30
<p>2 THE FOUNDATION SUPPORTS PROGRAMS AND ORGANIZATIONS IN THE GREATER WATERBURY, CONNECTICUT AREA THAT CREATE OPPORTUNITIES FOR PEOPLE, ESPECIALLY CHILDREN, TO BETTER THEIR LIVES PHYSICALLY, EMOTIONALLY, EDUCATIONALLY AND SPIRITUALLY, ENHANCE HEALTHCARE, AND PROMOTE THE ARTS IN ALL FORMS IN ORDER TO BROADEN SOCIETY'S APPRECIATION FOR AND UNDERSTANDING OF LIFE</p>	533,21
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.

1	
2	
All other program-related investments See page 24 of the instructions	
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	11,363,044
b	Average of monthly cash balances.	1b	690,786
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	12,053,830
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	12,053,830
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	180,807
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,873,023
6	Minimum investment return. Enter 5% of line 5.	6	593,651

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	593,651
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	20,043
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	20,043
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	573,608
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	573,608
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	573,608

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	646,083
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	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	646,083
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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).	6	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	646,083

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				573,608
2 Undistributed income, if any, as of the end of 2013			0	
a Enter amount for 2012 only.		0		
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.	22,627			
b From 2009.	43,586			
c From 2010.				
d From 2011.				
e From 2012.	639,078			
f Total of lines 3a through e.	705,291			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 646,083			0	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				573,608
e Remaining amount distributed out of corpus	72,475			
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:	777,766			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0	
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.		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 instructions				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) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	22,627			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	755,139			
10 Analysis of line 9				
a Excess from 2009.	43,586			
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.	639,078			
e Excess from 2013.	72,475			

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 2013, enter the date of the ruling.				
b Check box to indicate whether the organization is a private operating foundation described in section <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
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))

See Additional Data Table

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 address of the person to whom applications should be addressed

CAROL O'DONNELL
THE DUNCANNON GROUP 45 NEWBRIDGE
CIRCLE
CHESHIRE, CT 06410
(203) 927-5997

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

APPLICANT MUST FIRST SUBMIT A LETTER OF INQUIRY, PROGRAM OFFICER WILL REVIEW THE REQUEST TO DETERMINE WHETHER THE GRANT REQUEST MEETS THE FOUNDATION'S GUIDELINES IF IT DOES, THEN A FULL APPLICATION MAY BE SUBMITTED

c Any submission deadlines

TWO ROUNDS FOR 2013 LETTER OF INQUIRIES BY 3/1 AND 9/1, IF ACCEPTED APPLICATIONS BY 5/3 AND 10/19

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

APPLICANTS MUST BE PUBLIC INSTITUTIONS OR TAX EXEMPT ORGANIZATIONS UNDER SECTIONS 501(C)(3) OR 501(C)(4) OF THE INTERNAL REVENUE CODE, POLITICAL, LOBBYING OR RELIGIOUS ACTIVITIES ARE INELIGIBLE RELIGIOUS AFFILIATED ORGANIZATIONS MAY PROPOSE NONSECTARIAN PROJECTS

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	616,513
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Line	Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
			(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue	a _____ b _____ c _____ d _____ e _____ f _____						
g Fees and contracts from government agencies							
2 Membership dues and assessments.							
3 Interest on savings and temporary cash investments							
4 Dividends and interest from securities.					14	662,110	
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	352,419	
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			1,014,529	
13 Total. Add line 12, columns (b), (d), and (e).					13		1,014,529

Part XII-B: Relationship of Activities to the Accomplishment of Exempt Purposes

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

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 or

(2) Other assets. 1a(2)

b Other transactions

(6) Performance of services or membership or fundraising solicitations. 1b(6) No

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations?

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

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

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.

* * * * *

2014-08-07

* * * * *

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

Paid Preparer Use Only	MICHAEL P JODON CPA			Employer ID # 000007197
	Firm's name ► BLUM SHAPIRO & COMPANY PC		Firm's EIN ► 06-1009205	
	Firm's address ► 2 ENTERPRISE DRIVE SHELTON, CT 064844640		Phone no (203) 944-2100	

2013

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.

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at
www.irs.gov/form990.**Name of the organization**
THE LEEVER FOUNDATION**Employer identification number**

22-3115036

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 for 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 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 its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
 THE LEEVER FOUNDATION
Employer identification number

22-3115036

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	HAROLD LEEVER CLUT 32597 C/O THOMAS LEEVER TRUSTEE 900 SO PA HENDERSONVILLE, NC 28791	\$ 6,898	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	THOMAS LEEVER 900 SO PARK PL HENDERSONVILLE, NC 28791	\$ 515,657	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	RUTH ANN LEEVER 366 GUILDS HOLLOW ROAD BETHLEHEM, CT 06751	\$ 1,050,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	HAROLD LEEVER CLUT 32597 C/O THOMAS LEEVER TRUSTEE 900 SO PA HENDERSONVILLE, NC 28791	\$ 218,444	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
5	RUTH ANN LEEVER 366 GUILDS HOLLOW ROAD BETHLEHEM, CT 06751	\$ 503,330	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE LEEVER FOUNDATION			Employer identification number 22-3115036
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
4	1350 SHS EWG, 379 SHS IWM, 631 SHS QQQ, 140 SHS SPY, 251 SHS VIG, 404 SHS VTI	\$ 218,444	2013-12-18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
5	3000 EXXON MOBIL, 1100 ILLINOIS TOOL WORKS, 1500 MCGRAW HILL FIN, 1600 MICROSOFT	\$ 503,330	2013-10-15
(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 LEEVER FOUNDATION		Employer identification number 22-3115036	
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 <i>exclusive/y religious, charitable, etc., contributions of \$1,000 or less</i> 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	
—	—	—	—

TY 2013 Accounting Fees Schedule

Name: THE LEEVER FOUNDATION

EIN: 22-3115036

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BLUM SHAPIRO	5,000	3,800		1,200

TY 2013 Investments - Other Schedule

Name: THE LEEVER FOUNDATION**EIN:** 22-3115036

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
EINBEITA PARTNERS-RAL ADVISED FUNDS	AT COST	236,847	381,361
EINBEITA PARTNERS-TL ADVISED FUNDS	AT COST	253,488	394,566
EINBEITA PARTNERS-DISCLAIMED FUNDS	AT COST	192,806	300,157
EINBEITA PARTNERS-MAIN ACCOUNT	AT COST	685,091	1,066,397
SCHWAB 3704-9743/WINDHAVEN INV MGT	AT COST	1,486,166	1,675,686
SCHWAB 7799-3774/GENERAL ACCT	AT COST	4,064,755	5,146,328
SCHWAB 5856-6269/TL ADVISED FUNDS	AT COST	946,716	1,161,944
SCHWAB 4699-4076/RAL ADVISED FUNDS	AT COST	1,580,939	1,833,532
SCHWAB 4770-1347/DISCLAIMED FUNDS	AT COST	305,725	344,892
POWERSHARES DB COMMODITY INDEX TRACKING FUND	AT COST	0	0
TARTAN HOLDINGS LLC	AT COST	517,325	648,897

TY 2013 Legal Fees Schedule

Name: THE LEEVER FOUNDATION

EIN: 22-3115036

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CARMODY & TORRANCE	386	193		193

TY 2013 Other Expenses Schedule

Name: THE LEEVER FOUNDATION

EIN: 22-3115036

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES	97	49		48

TY 2013 Other Professional Fees Schedule

Name: THE LEEVER FOUNDATION**EIN:** 22-3115036

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EINBETA PARTNERS MGT & PROF FEES	18,000	18,000		0
POWERSHARES DB COMMODITY INDEX TRACKING FUND	419	419		0
DUNCANNON GROUP	28,129	0		28,129
BROKER FEES	11,651	11,651		0

TY 2013 Substantial Contributors Schedule

Name: THE LEEVER FOUNDATION

EIN: 22-3115036

Name	Address
HAROLD LEEVER CLUT 32597	C/O THOMAS LEEVER TRUSTEE 900 SO PARK PL HENDERSONVILLE, NC 28791
THOMAS LEEVER	900 SO PARK PL HENDERSONVILLE, NC 28791
RUTH ANN LEEVER	366 GUILDS HOLLOW ROAD BETHLEHEM, CT 06751

TY 2013 Taxes Schedule

Name: THE LEEVER FOUNDATION**EIN:** 22-3115036

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	8,701	8,701		0
2013 FEDERAL ESTIMATES	1,000	0		0

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.)
ST EINBEITA PARTNERS K-1	P		2013-12-31
LT EINBEITA PARTNERS K-1	P		2013-12-31
ST POWERSHARES DB COMMODITY PARTNERS K-1	P		2013-12-31
LT POWERSHARES DB COMMODITY PARTNERS K-1	P		2013-12-31
603 SHS ISHARES FTSE EPRA	P	2012-06-06	2013-01-18
1570 SHS ISHARES FTSE EPRA	P	2012-08-02	2013-06-12
601 SHS MSCI GRMNY IDX	P	2012-10-03	2013-06-07
658 SHS ISHARES MSCI HK IDX	P	2012-10-03	2013-01-18
902 SHS ISHARES MSCI HK IDX	D	2013-01-16	2013-06-07
1752 SHS ISHARES MSCI HK IDX	P	2012-10-03	2013-06-07
2715 SHS ISHARES MSCI HK IDX	P	2013-02-06	2013-06-07
655 SHS MARKET VECTORS ETF TRUSTGOLD MINERS	P	2012-06-06	2013-02-20
233 SHS MARKET VECTORS ETF TRUSTGOLD MINERS	P	2013-01-18	2013-02-20
228 SHS POWERSHARES S&P ETF	P	2012-02-02	2013-01-18
211 SHS POWERSHS EXCH TRAD FD TREMERGING	D	2013-01-16	2013-01-18
1430 SHS POWERSHS EXCH TRAD FD TREMERGING	P	2012-10-03	2013-01-18
62 SHS S P D R S&P 500 ETF	P	2013-02-20	2013-12-19
1692 SHS SPDR BARCLAYS ETF INVESTMENT	P	2013-06-25	2013-10-09
299 SHS WISDOMTREE JPN HDGD EQTY	P	2013-01-18	2013-06-28
902 SHS ISHARES FTSE EPRA	D	2013-01-16	2013-06-12
1339 SHS ISHARES FTSE EPRA	P	2012-06-06	2013-06-12
709 SHS ISHARES GOLD TRUST	P	2011-12-14	2013-10-09
629 SHS ISHARES GOLD TRUST	P	2012-06-06	2013-10-09
1064 SHS ISHARES MSCI GRMNY	P	2012-10-03	2013-12-19
279 SHS ISHARES TR RUSSELL 2000 ETF	P	2012-02-02	2013-12-19
536 SHS POWERSHARES S&P ETF	P	2012-02-02	2013-10-03
38 SHS POWERSHS QQQ TRUST SER 1	D	2013-01-16	2013-02-06
227 SHS POWERSHS QQQ TRUST SER 1	P	2011-02-01	2013-02-06
258 SHS POWERSHS QQQ TRUST SER 1	P	2011-02-01	2013-02-06
256 SHS POWERSHS QQQ TRUST SER 1	P	2011-10-05	2013-02-06

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.)
26 SHS POWERSHS QQQ TRUST SER 1	P	2012-02-02	2013-02-06
118 SHS POWERSHS QQQ TRUST SER 1	P	2012-02-02	2013-06-28
540 SHS POWERSHS QQQ TRUST SER 1	P	2012-02-02	2013-12-19
31 SHS SPDR GOLD TRUST GLD	D	2013-01-16	2013-02-20
64 SHS SPDR GOLD TRUST GLD	P	2011-05-31	2013-02-20
30 SHS VANGUARD DIV APPRCIATION VIG	D	2013-01-16	2013-06-28
167 SHS VANGUARD DIV APPRCIATION VIG	P	2010-12-08	2013-06-28
166 SHS VANGUARD MSCI EAFE ETF VEA	P	2011-05-31	2013-01-18
20 SHS VANGUARD REIT VNQ	P	2010-10-04	2013-02-06
777 SHS VANGUARD REIT VNQ	P	2010-10-04	2013-02-06
154 VANGUARD REIT VNQ	D	2013-01-16	2013-06-25
482 VANUGARD REIT VNQ	P	2010-10-04	2013-06-25
100 VANGUARD REIT VNQ	P	2011-01-13	2013-06-25
42 VANGUARD REIT VNQ	P	2011-02-01	2013-06-25
32 VANGUARD REIT VNQ	P	2011-02-01	2013-10-03
141 VANGUARD REIT VNQ	P	2012-06-06	2013-10-03
117 VANGUARD TOTAL STOCK MKT VTI	D	2013-01-16	2013-01-18
81 VANGUARD TOTAL STOCK MKT VTI	D	2013-01-16	2013-12-19
306 VANGUARD TOTAL STOCK MKT VTI	D	2013-12-18	2013-12-19
500 SHS ISHARES SELECT DIVIDIEND	P	2009-02-18	2013-03-15
750 SHS ISHARES U S PFD ETF	P	2009-02-19	2013-03-15
1800 SHS POWERSHS EXCH TRAD FD	P	2009-02-23	2013-03-15
240 SHS ISHARES SELCT DIVIDEND	P	2009-02-19	2013-03-15
80 SHS ISHARES TRUST	P	1919-02-19	2013-03-15
190 SHS ISHARES U S PFD ETF	P	2009-02-19	2013-03-15
900 SHS POWERSHS EXCH TRAD FD	P	2009-02-19	2013-03-15
220 SHS ISHARES SELECT DIVIDIEND	P	2009-02-19	2013-06-21
150 SHS ISHARES TRUST	P	2009-02-19	2013-06-21
360 SHS ISHARES U S PFD ETF	P	2009-02-19	2013-06-21
400 SHS OPPENHEIMER DEVELOPING	P	2007-04-23	2013-06-21

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)
850 SHS POWERSHS EXCH TRAD FD	P	2009-02-19	2013-06-21
650 SHS DF DENT PREMIER GROWTH	P	2009-08-10	2013-06-21
CAPITAL GAINS DIVIDENDS	P		

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)
10,157			10,157
161,008			161,008
		26	-26
		570	-570
20,082		16,547	3,535
30,704		28,726	1,978
15,066		13,799	1,267
13,239		12,162	1,077
17,357		16,672	685
33,714		32,383	1,331
52,245		54,490	-2,245
24,884		31,583	-6,699
8,852		10,494	-1,642
6,513		5,905	608
6,576		6,558	18
44,565		44,444	121
11,256		9,450	1,806
51,726		51,868	-142
13,680		11,655	2,025
28,640		24,752	3,888
42,515		36,743	5,772
8,989		10,873	-1,884
7,975		10,025	-2,050
32,494		24,429	8,065
31,284		22,661	8,623
16,570		13,881	2,689
2,554		2,165	389
15,255		12,935	2,320
17,338		14,701	2,637
17,204		13,563	3,641

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)
1,747		1,592	155
8,423		7,226	1,197
46,364		33,069	13,295
4,725		3,768	957
9,754		9,578	176
2,525		1,969	556
11,099		8,652	2,447
5,988		6,363	-375
1,367		1,036	331
53,116		40,626	12,490
10,112		7,980	2,132
31,650		24,977	6,673
6,566		5,499	1,067
2,758		2,389	369
2,107		1,820	287
9,283		8,859	424
8,942		5,623	3,319
7,628		3,893	3,735
28,819		14,707	14,112
31,386		15,885	15,501
30,269		14,805	15,464
30,205		14,994	15,211
15,061		7,571	7,490
7,539		5,765	1,774
7,662		3,665	3,997
15,089		7,684	7,405
13,927		6,940	6,987
13,629		10,819	2,810
13,973		6,934	7,039
13,044		17,858	-4,814

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)
13,786		7,258	6,528
13,839		12,675	1,164
24,592			24,592

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			10,157
			161,008
			-26
			-570
			3,535
			1,978
			1,267
			1,077
			685
			1,331
			-2,245
			-6,699
			-1,642
			608
			18
			121
			1,806
			-142
			2,025
			3,888
			5,772
			-1,884
			-2,050
			8,065
			8,623
			2,689
			389
			2,320
			2,637
			3,641

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	
			155
			1,197
			13,295
			957
			176
			556
			2,447
			-375
			331
			12,490
			2,132
			6,673
			1,067
			369
			287
			424
			3,319
			3,735
			14,112
			15,501
			15,464
			15,211
			7,490
			1,774
			3,997
			7,405
			6,987
			2,810
			7,039
			-4,814

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	
			6,528
			1,164
			24,592

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
THOMAS LEEVER	PRESIDENT AND TREASURER 1 00	0	0	0
245 FREIGHT STREET WATERBURY, CT 06702				
DANIEL LEEVER	VICE PRESIDENT 1 00	0	0	0
245 FREIGHT STREET WATERBURY, CT 06702				
ANDREW LEEVER	SECRETARY 1 00	0	0	0
245 FREIGHT STREET WATERBURY, CT 06702				
DAVID SFARA	ASSISTANT SECRETARY 1 00	0	0	0
39 SHERMAN HILL ROAD WOODBURY, CT 06798				
LORI HART	DIRECTOR 1 00	0	0	0
245 FREIGHT STREET WATERBURY, CT 06702				
M CATHERINE SMITH	DIRECTOR 1 00	0	0	0
245 FREIGHT STREET WATERBURY, CT 06702				
RUTH ANN LEEVER	DIRECTOR 1 00	0	0	0
245 FREIGHT STREET WATERBURY, CT 06702				

Form 990PF Part XV Line 1a - 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).

THOMAS LEEVER

RUTH ANN LEEVER

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALL OUR KIN 134 GRAND AVE 2 NEW HAVEN, CT 06513	NONE	PC	GENERAL FUND	5,500
AMERICAN RED CROSS 64 HOLMES AVENUE WATERBURY, CT 06710	NONE	PC	GENERAL FUND	3,500
ASHEVILLE SYMPHONY SOCIETY 87 HAYWOOD STREET ASHEVILLE, NC 28801	NONE	PC	GENERAL FUND	10,000
ASSOCIATION OF THE WOODBURY FIRE DEPARTMENT 25 QUASSUK ROAD WOODBURY, CT 06798	NONE	PC	GENERAL FUND	100
BATTERED WOMEN'S SAFE TERRITORY PO BOX 11101 WATERBURY, CT 06703	NONE	EXEMPT	GENERAL FUND	100
BEECH BROOK FARM EQUINE RESCUE 125 FISHTOWN ROAD MYSTIC, CT 06355	NONE	PC	GENERAL FUND	250
BEREA COLLEGE CPO 2182 LINCOLN ROOM 211 BEREA, KY 40404	NONE	PC	SCHOLARSHIP FUND	2,500
BETHLEHEM PUBLIC LIBRARY 32 MAIN STREET SOUTH BETHLEHEM, CT 06751	NONE	EXEMPT	GENERAL FUND	4,000
BOY SCOUT TROOP 406 310 NORTH LAKE DRIVE HILLSBORO, MO 63050	NONE	PC	GENERAL FUND	2,000
BOY SCOUTS OF AMERICA (CONNECTICUT RIVERS COUNCIL) 60 DARLIN STREET PO BOX 280098 EAST HARTFORD, CT 06128	NONE	PC	GENERAL FUND	8,625
BOYS AND GIRLS CLUB OF HENDERSON COUNTY 1304 ASHE STREET HENDERSONVILLE, NC 28792	NONE	PC	GENERAL FUND	10,000
BRASS CITY HARVEST 73 HILL STREET WATERBURY, CT 06704	NONE	PC	GENERAL FUND	7,047
CHILDREN'S COMMUNITY SCHOOL 31 WOLCOTT ST WATERBURY, CT 06702	NONE	PC	GENERAL FUND	9,000
COMMUNITY SERVICES COUNCIL OF WOODBURY PO BOX 585 WOODBURY, CT 06798	NONE	PC	GENERAL FUND	100
CONNECTICUT JUNIOR REPUBLIC ASSOCIATION INC 550 GOSHEN RD PO BOX 161 LITCHFIELD, CT 06759	NONE	PC	GENERAL FUND	2,000
Total			► 3a	616,513

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CT COUNCIL FOR PHILANTHROPY 221 MAIN STREET HARTFORD, CT 06106	NONE	PC	GENERAL FUND	1,500
EASTER SEALS REHABILITATION CENTER 22 TOMPKINS STREET WATERBURY, CT 06708	NONE	PC	GENERAL FUND	36,703
FAMILY SERVICES OF GREATER WATERBURY 34 MURRAY STREET WATERBURY, CT 06710	NONE	PC	GENERAL FUND	4,000
FIRST CHURCH OF BETHLEHEM 21 MAIN STREET SOUTH BETHLEHEM, CT 06710	NONE	EXEMPT	GENERAL FUND	2,500
FLANDERS NATURE CENTER & LAND TRUST 5 CHURCH HILL ROAD WOODBURY, CT 06798	NONE	PC	GENERAL FUND	1,700
HAROLD LEEVER REGIONAL CANCER CENTER 1075 CHASE PARKWAY WATERBURY, CT 06708	NONE	PC	GENERAL FUND	5,000
HENDERSON COUNTY HABITAT FOR HUMANITY 1111 KEITH STREET HENDERSONVILLE, NC 28792	NONE	EXEMPT	GENERAL FUND	4,500
HISPANIC COALITION OF GREATER WATERBURY 135 EAST LIBERTY STREET WATERBURY, CT 06706	NONE	PC	GENERAL FUND	50
HOOPS FOR HEART HEALTH 1713 THOMASTON AVENUE WATERBURY, CT 06704	NONE	PC	GENERAL FUND	100
INSTITUTE FOR AMERICAN INDIAN STUDIES 38 CURTIS ROAD PO BOX 1260 WASHINGTON DEPOT, CT 06793	NONE	PC	GENERAL FUND	2,500
JANE DOE NO MORE 203 CHURCH STREET NAUGATUCK, CT 06770	NONE	PC	GENERAL FUND	200
LITERACY VOLUNTEERS OF GREATER WATERBURY 267 GRAND STREET WATERBURY, CT 06702	NONE	PC	GENERAL FUND	8,050
MATTATUCK MUSEUM 144 WEST MAIN STREET WATERBURY, CT 06702	NONE	PC	GENERAL FUND	4,000
MEALS AND WHEELS OF GREATER SPRINGFIELD 139 MAIN STREET SPRINGFIELD, VT 05156	NONE	PC	GENERAL FUND	2,000
NAUGATUCK VALLEY COMMUNITY TECHNICAL COLLEGE 750 CHASE PARKWAY WATERBURY, CT 06708	NONE	PC	GENERAL FUND	20,000
Total				616,513
			► 3a	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PEMI-VALLEY HABITAT FOR HUMANITY PO BOX 238 PLYMOUTH, NH 03264	NONE	EXEMPT	GENERAL FUND	250
PINEY WOODS SCHOOL 5096 HIGHWAY 49 SOUTH PINEY WOODS, MS 39148	NONE	PF	GENERAL FUND	5,750
POLICE ACTIVITY LEAGUE OF WATERBURY 64 DIVISION STREET WATERBURY, CT 06704	NONE	PC	GENERAL FUND	100
PROSPECT PRINTING 16 WATERBURY ROAD PROEPECT, CT 06712	NONE	EXEMPT	GENERAL FUND	105
RIVER VALLEY TECHNICAL SCHOOL DISTRICT 307 SOUTH STREET SPRINGFIELD, VT 05156	NONE	EXEMPT	GENERAL FUND	12,500
SALVATION ARMY 74 CENTRAL AVENUE WATERBURY, CT 067021207	NONE	PC	GENERAL FUND	5,000
SHAKESPERIENCE PRODUCTIONS INC 117 BANK STREET WATERBURY, CT 06702	NONE	PC	GENERAL FUND	5,050
ST MARY'S HOSPITAL 56 FRANKLIN STREET WATERBURY, CT 06702	NONE	PC	GENERAL FUND	7,500
ST VINCENT DE PAUL SOCIETY 34 WILLOW STREET WATERBURY, CT 06710	NONE	PC	GENERAL FUND	6,000
STAYWELL HEALTH CARE INC 1302 SOUTH MAIN STREET WATERBURY, CT 06706	NONE	PC	GENDERAL FUND	200
THE CT COMMUNITY FOUNDATION 43 FIELD ST WATERBURY, CT 06702	NONE	PC	GENERAL FUND/SCHOLARSHIP FUND	115,800
THE GLEBE HOUSE 49 HOLLOW ROAD WOODBURY, CT 06798	NONE	PC	GENERAL FUND	100
THE TRUSTEES OF RESERVATIONS-LONG HILL 572 ESSEX STREET BEVERLY, MA 01915	NONE	EXEMPT	GENERAL FUND	100
THREE RIVER VALLEY REGIONAL BUSINESS 307 SOUTH STREET SPRINGFIELD, VT 05156	NONE	PC	GENERAL FUND	2,500
UNITED WAY OF GREATER WATERBURY 60 NORTH MAIN STPO BOX 2688 WATERBURY, CT 06723	NONE	PC	GENERAL FUND	56,400
Total			► 3a	616,513

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
UNITED WAY OF NAUGATUCK AND BEACON FALLS 284 CHURCH STREET NAUGATUCK, CT 06770	NONE	PC	GENERAL FUND	50
VNA HEALTH CARE-HARTFORD 103 WOODLAND ST HARTFORD, CT 06105	NONE	EXEMPT	GENERAL FUND	2,775
VNA NORTHWEST 607 BANTAM ROAD BANTAM, CT 067501635	NONE	PC	GENERAL FUND	3,000
WATERBURY HOSPITAL HEALTH CENTER 64 ROBBINS STREET WATERBURY, CT 06708	NONE	PC	GENERAL FUND	7,500
WATERBURY OPPORTUNITIES INDUSTRIALIZATION 232 NORTH ELM STREET WATERBURY, CT 06702	NONE	PC	GENERAL FUND	2,500
WATERBURY POLICE EXPLORERS POST 4141 495 UNION STREET SUITE 1102 WATERBURY, CT 06706	NONE	EXEMPT	GENERAL FUND	100
WATERBURY SYMPHONY ORCHESTRA INC PO BOX 1762 WATERBURY, CT 06721	NONE	PC	GENERAL FUND	219,258
WATERBURY YOUTH SERVICE SYSTEM 83 PROSPECT STREET WATERBURY, CT 06702	NONE	PC	GENERAL FUND	200
WELLMORE BEHAVIORAL HEALTH 141 EAST MAIN STREET 3 WATERBURY, CT 06702	NONE	PC	GENERAL FUND	6,100
WOODBURY AMBULANCE ASSOCIATION INC 426 MAIN STREET NORTH WOODBURY, CT 06798	NONE	PC	GENERAL FUND	100
WOODBURY-BETHLEHEM COMMUNITY MUSIC FOUNDATION PO BOX 820 WOODBURY, CT 06798	NONE	PC	GENERAL FUND	50
Total			► 3a	616,513