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**Return of Private Foundation**

OMB No 1545-0052

**2013**

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation <b>LEO MODEL FOUNDATION, INC</b>		A Employer identification number <b>23-7084119</b>						
Number and street (or P O box number if mail is not delivered to street address) <b>C/O DR. PETER MODEL 500 EAST 63RD STREET, #24K</b>	Room/suite <b>#24K</b>	B Telephone number (see instructions) <b>(215) 546-8058</b>						
City or town, state or province, country, and ZIP or foreign postal code <b>NEW YORK, NY 10065</b>		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<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							
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 46,557,215.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <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 Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments . . . . .	20 .	20 .		ATCH 1
	4 Dividends and interest from securities . . . . .	522,491 .	407,219 .		ATCH 2
	5a Gross rents . . . . .				
	b Net rental income or (loss) . . . . .				
	6a Net gain or (loss) from sale of assets not on line 10 . . . . .	659,010 .			
	b Gross sales price for all assets on line 6a . . . . .	3,307,564 .			
	7 Capital gain net income (from Part IV, line 2) . . . . .		659,010 .		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10 a Gross sales less returns and allowances . . . . .				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) ATCH. 3 . . . . .	1,537,702 .	1,465,506 .		
	12 Total. Add lines 1 through 11 . . . . .	2,719,223 .	2,531,755 .		
	13 Compensation of officers, directors, trustees, etc . . . . .	0			
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule)ATCH. 4 . . . . .	12,700 .			6,350 .
	c Other professional fees (attach schedule) . * . . . .	7,762 .	3,944 .		3,818 .
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)ATCH. 6 . . . . .	7,560 .	60 .		
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .	3,337 .	1,574 .		1,763 .
	21 Travel, conferences, and meetings . . . . .	11,711 .			11,711 .
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule)ATCH. 7 . . . . .	191,206 .	183,324 .		6,996 .
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	234,276 .	188,902 .		30,638 .
25 Contributions, gifts, grants paid . . . . .	2,216,044 .			2,215,229 .	
26 Total expenses and disbursements Add lines 24 and 25 . . . . .	2,450,320 .	188,902 .	0	2,245,867 .	
27 Subtract line 26 from line 12 . . . . .					
a Excess of revenue over expenses and disbursements . . . . .	268,903 .				
b Net investment income (if negative, enter -0-) . . . . .		2,342,853 .			
c Adjusted net income (if negative, enter -0-) . . . . .					

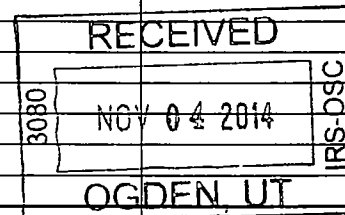
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**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	44,580.	44,268.	44,268.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . .			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10 a Investments - U S and state government obligations (attach schedule), *	2,180,279.	3,575,919.	3,550,101.
	b Investments - corporate stock (attach schedule) ATCH 9	17,268,985.	15,556,927.	22,966,804.
	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) . . . . . ATCH 10	18,665,809.	19,321,723.	19,893,094.
	14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶) . . . . .		102,948.	102,948.	
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	38,159,653.	38,601,785.	46,557,215.	
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here, ▶</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, . . . ▶</b> <input checked="" type="checkbox"/> <b>check here and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds . . . . .	38,159,653.	38,601,785.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . .			
30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	38,159,653.	38,601,785.		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	38,159,653.	38,601,785.		

**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	38,159,653.
2 Enter amount from Part I, line 27a . . . . .	2	268,903.
3 Other increases not included in line 2 (itemize) ▶ ATCH 11 . . . . .	3	173,231.
4 Add lines 1, 2, and 3 . . . . .	4	38,601,787.
5 Decreases not included in line 2 (itemize) ▶ ATCH 12 . . . . .	5	2.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	38,601,785.

\*\*ATCH 8

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**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.)
<b>1a</b> SEE PART IV SCHEDULE						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(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)			
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2</b> 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 }				<b>2</b>	659,010.	
<b>3</b> 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				<b>3</b>	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

**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	2,326,531.	42,908,489.	0.054221
2011	2,455,764.	43,685,994.	0.056214
2010	2,078,918.	42,090,284.	0.049392
2009	2,308,738.	37,020,766.	0.062363
2008	1,914,265.	45,415,987.	0.042150
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.264340
<b>3</b> 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			<b>3</b> 0.052868
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			<b>4</b> 44,841,984.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 2,370,706.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 23,429.
<b>7</b> Add lines 5 and 6			<b>7</b> 2,394,135.
<b>8</b> Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			<b>8</b> 2,245,867.

**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 <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	46,857.
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	
3 Add lines 1 and 2 . . . . .		3	46,857.
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	46,857.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	36,451.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	14,000.	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	50,451.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .	8	128.	
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	3,466.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 3,466. Refunded <input type="checkbox"/> <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> ALLEN MODEL Telephone no <input type="checkbox"/> 215-546-8058			
Located at <input type="checkbox"/> 1500 WALNUT ST., STE. 1300 PHILADELPHIA, PA ZIP+4 <input type="checkbox"/> 19102				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year. <input type="checkbox"/> 15				
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
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
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) <input type="checkbox"/>	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 <input type="checkbox"/>		
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) <input type="checkbox"/>	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	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)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob 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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		0	0	0

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 14		110,414.
Total number of others receiving over \$50,000 for professional services . . . . . ▶		

**Part IX-A Summary of Direct Charitable Activities**

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

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

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	25,685,758.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	207,674.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	19,631,425.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	45,524,857.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	45,524,857.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	682,873.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	44,841,984.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	2,242,099.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	2,242,099.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	46,857.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	46,857.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	2,195,242.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	2,195,242.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	2,195,242.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	2,245,867.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,245,867.
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	2,245,867.

**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

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Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				2,195,242.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .			604,273.	
<b>b</b> Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u> . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008 . . . . .				
<b>b</b> From 2009 . . . . .				
<b>c</b> From 2010 . . . . .				
<b>d</b> From 2011 . . . . .				
<b>e</b> From 2012 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>2,245,867.</u>				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .			604,273.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2013 distributable amount . . . . .				1,641,594.
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				553,648.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009 . . . . .				
<b>b</b> Excess from 2010 . . . . .				
<b>c</b> Excess from 2011 . . . . .				
<b>d</b> Excess from 2012 . . . . .				
<b>e</b> Excess from 2013 . . . . .				

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

NOT APPLICABLE

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 foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 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 . . . . .

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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).)

N/A

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.

N/A

**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**

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<b>a Paid during the year</b>  ATCH 15				
<b>Total</b>			▶ <b>3a</b>	2,215,229.
<b>b Approved for future payment</b>				
<b>Total</b>			▶ <b>3b</b>	

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**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated					(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments . . . . .					
<b>3</b> Interest on savings and temporary cash investments			14	20.	
<b>4</b> Dividends and interest from securities . . . . .			14	522,491.	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property . . . . .					
<b>b</b> Not debt-financed property . . . . .					
<b>6</b> Net rental income or (loss) from personal property .					
<b>7</b> Other investment income . . . . .			01	1,430,186.	
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	659,010.	
<b>9</b> Net income or (loss) from special events . . . . .					
<b>10</b> Gross profit or (loss) from sales of inventory . . .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> <u>ATCH 16</u>		72,196.		35,320.	
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal Add columns (b), (d), and (e) . . . . .		72,196.		2,647,027.	
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .					2,719,223.

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

[illegible]

<b>1</b>	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?	Yes	No
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	<b>1a(1)</b>	X
	(2) Other assets	<b>1a(2)</b>	X
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	<b>1b(1)</b>	X
	(2) Purchases of assets from a noncharitable exempt organization	<b>1b(2)</b>	X
	(3) Rental of facilities, equipment, or other assets	<b>1b(3)</b>	X
	(4) Reimbursement arrangements	<b>1b(4)</b>	X
	(5) Loans or loan guarantees	<b>1b(5)</b>	X
	(6) Performance of services or membership or fundraising solicitations	<b>1b(6)</b>	X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	<b>1c</b>	X
<b>d</b>	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		

[illegible]

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

**b** If "Yes," complete the following schedule

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

**Sign  
Here**

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

Signature of officer or trustee

Date \_\_\_\_\_

**Title**

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name
----------------------------

BRUCE H BENJAMIN

Preparer's signature

Date \_\_\_\_\_

Check ☐ if self-employed

PTIN

P00179692

Firm's name ► DRUCKER & SCACCETTI, P.C.

Firm's EIN ▶ 23-2628118

Firm's address ► 1600 MARKET STREET, SUITE 3300

19103

Phone no 215-665-3960

Form **990-PF** (2013)

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS				20,980.	
844,111.		SEE ATTACHMENT 17 853,404.				VAR -9,293.	VAR
2,227,321.		SEE ATTACHMENT 17-A 1,795,150.				VAR 432,171.	VAR
215,152.		REDEMPTION-PLEAIDES				VAR 215,152.	VAR
TOTAL GAIN (LOSS) .....						<u>659,010.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME - MORGAN	20.	20.
TOTAL	<u>20.</u>	<u>20.</u>



ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME - HAWTHORN	522,491.	407,219.
TOTAL	<u>522,491.</u>	<u>407,219.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
1128 ASSOCIATES, LP	42,252.	11,143.
BPG PARTNERSHIP VI, LP	40,877.	22,601.
BPG INVESTMENT PRTNSTP VIIIA, LP	-1,080.	-1,080.
BPG INVESTMENT PRTNSTP VIIA, LP	-662.	-662.
LOCUST COURT ASSOCIATES, LP	29,335.	
BPG MULTI-FAMILY PARTNERSHIP, LP	-4,948.	1,576.
POWERSHARES DB COMM INDEX TRACKING FD	-60,659.	-60,659.
AVENUE EUROPE SPECIAL SITUATIONS FUND II	16,797.	16,797.
VERITABLE LONG BIASED DOMESTIC FUND, LP	30,797.	30,797.
VITTORIA OFFSHORE FUND, LTD	1,444,993.	1,444,993.
TOTALS	<u>1,537,702.</u>	<u>1,465,506.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING AND TAX PREPARATION	12,700.			6,350.
TOTALS	<u>12,700.</u>			<u>6,350.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BOOKKEEPING SERVICES	7,762.	3,944.		3,818.
TOTALS	<u>7,762.</u>	<u>3,944.</u>		<u>3,818.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL EXCISE TAX	5,000.			
NYS CORPORATION TAX	2,500.			
FOREIGN TAXES	60.	60.		
TOTALS	<u>7,560.</u>	<u>60.</u>		

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	110,414.	110,414.		
INVESTMENT CUSTODIAN FEES	5,127.	5,127.		
MESSENGER & DELIVERY SRVCS	12.			12.
NYS REGISTRATION FEES	750.			750.
OFFICE CLEANING	1,877.	927.		950.
OFFICE EXPENSE	41.			41.
OFFICE SUPPLIES	350.	179.		171.
POSTAGE	97.	11.		86.
SECRETARIAL SERVICES	9,496.	4,510.		4,986.
MISCELLANEOUS	63,042.	62,156.		
TOTALS	191,206.	183,324.		6,996.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ATTACHMENT 8</u>	
		<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
UNITED STATES TREAS NOTES (SEE ATTACHMENT 8-A)	2,180,279.	3,575,919.	3,550,101.
US OBLIGATIONS TOTAL	<u>2,180,279.</u>	<u>3,575,919.</u>	<u>3,550,101.</u>

LEO MODEL FOUNDATION, INC.  
Form 990PF - PART II - BALANCE SHEET  
December 31, 2013

EIN: 23-7084119

Security Description	Beginning of Year Units	Beginning of Year Book Value	End of Year Units	End of Year Book Value	End of Year Fair Market Value
<b>Line 10(a) Investments - U.S. &amp; State Obligations</b>					
United States Treas Notes, due 11/15/2012	-	-	-	-	-
United States Treas Notes, due 1/31/2012	-	-	-	-	-
United States Treas Notes, due 4/15/2012	-	-	-	-	-
United States Treas Notes, due 8/15/2013	600,000	598,969	-	-	-
United States Treas Notes, due 2/28/2014	245,000	251,441	245,000	251,441	245,688
United States Treas Notes, due 5/31/2014	145,000	145,068	145,000	145,068	145,086
United States Treas Notes, due 12/31/2015	-	-	475,000	492,998	491,331
United States Treas Notes, due 11/15/2016	-	-	800,000	798,875	800,472
Altoona PA Area Sch Dst	-	-	125,000	135,374	135,517
Connecticut ST	115,000	122,776	115,000	117,598	116,395
Cook Cnty IL	-	-	250,000	261,250	260,430
Fairfax Cnty VA	100,000	106,762	100,000	102,259	101,217
Georgia St	-	-	200,000	213,791	212,166
Green OH Cmnty Learning Center	100,000	105,944	100,000	101,986	101,801
King Snty WA	150,000	166,071	150,000	159,675	157,050
Louisiana Street	-	-	100,000	104,540	103,795
Monroe Twp NJ Brd of Edu Middl	150,000	160,735	150,000	155,385	153,543
Mountain Lakes NJ Sch Dst	200,000	207,171	-	-	-
Palm Beach Cnty Fla	-	-	100,000	104,516	102,804
Pascack Valley NJ	-	-	110,000	117,760	116,744
Tucson AZ	100,000	102,846	-	-	-
University of TX	-	-	100,000	104,789	103,158
Woodbridge Twp NJ	100,000	107,227	100,000	106,814	102,268
York Cnty Sch Dist	100,000	105,269	100,000	101,800	100,636
<b>Total Investments - U.S. Obligations, Line 10a</b>		<b>\$ 2,180,279</b>		<b>\$ 3,575,919</b>	<b>\$ 3,550,101</b>
<b>Line 10(b) Investments - Stocks</b>					
<b>Mutual Funds:</b>					
Blackrock Liquidity Funds Treasury Trust Fund	2,659,386	\$ 2,659,386	1,089,748	\$ 1,089,748	\$ 1,089,748
Blackrock Fund II Floating Rate	-	\$ -	29,901	\$ 314,796	\$ 314,254
PIMCO Fds High Yield Fund Inst'l	44,464	393,584	-	-	-
PIMCO Emerging Local Bond Fund	38,634	429,749	40,480	448,601	377,681
Putman Convertible Income Growth	17,804	348,687	18,300	359,916	445,603
Ishares MSCI Eafe Index Fund	303	15,114	303	15,114	20,330
Spdr S&P 500 ETF Trust	88,545	9,217,837	84,965	8,843,897	15,692,186
Midcap Spdr Trust Series 1	7,933	1,035,062	6,195	803,950	1,505,493
AQR Diversified Arbitrage Fnd	15,730	171,320	16,211	176,559	176,698
Caldwell & Orkin Fds Inc Mkt Opp Fnd	17,025	331,000	17,434	339,683	375,883
Grandeur Peak GI Oppor	-	-	159,238	520,708	527,077
JP Morgan Market Neutral	-	-	21,691	331,000	310,182
Gateway Fnd	13,614	335,519	13,833	341,667	401,018
Highbridge Statistical Market Neut Fnd	21,691	331,000	-	-	-
Merger Fd	11,241	175,130	11,751	183,232	188,126
PIMCO Comm Real Ret Strt Fnd	131,624	972,137	135,619	995,256	744,550
Powershare DB Comm Indx Fnd	31,098	853,460	31,098	792,801	797,975
<b>Total - Investments - corporate stock - Line 10(b)</b>		<b>\$ 17,268,985</b>		<b>15,556,928</b>	<b>22,966,804</b>
<b>Line 10(c) Investments - Corporate Bonds</b>					
<b>Total - Investments - Corporate Bonds - Line 10(c)</b>		<b>\$ -</b>		<b>-</b>	<b>-</b>
<b>Total</b>		<b>\$ 19,449,264</b>		<b>\$ 19,132,847</b>	<b>\$ 26,516,905</b>



ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORP STOCK - SEE ATCH 8-A	17,268,985.	15,556,927.	22,966,804.
TOTALS	<u>17,268,985.</u>	<u>15,556,927.</u>	<u>22,966,804.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LP INTEREST - 1128 ASSOC	46,316.	22,948.	380,000.
LP INTEREST - LOCUST COURT	-46,022.	-76,085.	640,000.
LP INTEREST - BPG PRTN SHP VI	284,449.	264,047.	282,000.
LP INTEREST - BPG PRTN SHP VII	951,054.	950,392.	356,000.
LP INTEREST - BPG PRTN SHP VIII	567,951.	560,988.	467,215.
LP INTEREST - BPG MULTIFAMILY	153,678.	119,745.	378,000.
LP INTEREST - VITTORIA OFFSHRE	14,207,835.	15,052,828.	14,859,420.
LP INTEREST - PLEIADES OFFSHRE	1,834,451.	400,000.	504,023.
LP INTEREST - ARCHVIEW CREDIT	400,000.	424,703.	424,703.
LP INTEREST - AVENUE EUROPE	266,097.	1,602,157.	1,601,733.
LP INTEREST - VERITABLE			
TOTALS	<u>18,665,809.</u>	<u>19,321,723.</u>	<u>19,893,094.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
OTHER INCREASES: AVENUE EUROPE SPECIAL SITUATIONS FUND II, LP	1,849.
VERITABLE LONG BIASED DOMESTIC FUND, LP	171,382.
TOTAL	<u>173,231.</u>

ATTACHMENT 12FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

OTHER DECREASES: AVENUE EUROPE SPECIAL  
SITUATIONS FUND II, LP

2.

TOTAL

2.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13

TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

## CHAIRMAN

ALLEN MODEL  
225 SOUTH 18TH STREET  
PH-H  
PHILADELPHIA, PA 19103

## PRESIDENT

PETER MODEL  
500 EAST 63RD STREET  
#24K  
NEW YORK, NY 10065

## VICE PRESIDENT

MARJORIE RUSSEL  
500 EAST 63RD STREET  
#24K  
NEW YORK, NY 10065

## SECRETARY

PAMELA GRACE  
ONE HANSON PLACE  
APT #25D  
BROOKLYN, NY 11243

## VICE PRESIDENT

ROBERTA GAUSAS  
225 SOUTH 18TH STREET  
PH-H  
PHILADELPHIA, PA 19103

LEO MODEL FOUNDATION, INC

23-7084119

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13 (CONT'D)

TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

VICE PRESIDENT

PAUL MODEL  
17 WEST 71ST STREET  
#10A  
NEW YORK, NY 10023

K375 (BB)

V 13-7.1F

1:31:48 PM

10/28/2014

92467S K375

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
VERITABLE L.P. 6022 WEST CHESTER PIKE NEWTOWN SQUARE, PA 19073	INVST MGMNT FEES	110,414.
TOTAL COMPENSATION		<u>110,414.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

SEE ATTACHMENT 15-A

NONE

SEE ATTACHED STMT 15-A

SEE ATTACHMENT 15-A

2,215,229

TOTAL CONTRIBUTIONS PAID

2,215,229



LEO MODEL FOUNDATION			TAX ID: 23-7084119
2013 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
<u>Grant Recipient/Address</u>	<u>2013 Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Academy of Natural Sciences 19th & The Parkway Philadelphia, PA 19103	public charity	General operating support	\$ 75,000
Adopt-a-Classroom 4141 NE 2nd Ave Suite 203B Miami, FL 33137	501(c)(3)	General operating support	\$ 800
American Bird Conservancy P. O Box 249 The Plains, VA 20198	509(a)1	General support of conservation efforts	\$ 60,000
American Civil Liberties Union Foundation (ACLU) 125 Broad Street, 18th Floor New York, NY 10004	501(c)(3)	General operating support	\$ 5,000
American Friends of the Israel Museum 500 Fifth Ave, Suite 2540 New York NY 10010	public charity	General Cultural Support	\$ 3,000
American Friends of The Parents' Circle 301E 57th Street, 4th Floor New York, NY 10022	public charity	General operating support	\$ 5,000
American Museum of Natural History Central Park W at 79th St New York NY 10024	public charity	General Cultural Support	\$ 1,000
American Youth Works 1901 East Ben White Blvd Austin, TX 78741	501(c)(3)	General operating support	\$ 500
Amnesty International USA 5 Penn Plaza New York, NY 10001	509(a)1	General support for international human rig	\$ 10,400
The Annie Wright School 827 North Tacoma Ave Tacoma, WA 96403	501(c)(3)	General operating support	\$ 20,000
Astral Artistic Services 230 South Broad St., 9th Floor Philadelphia, PA 19102	501(c)(3)	General operating support for programs	\$ 3,500
Athenaeum of Philadelphia 219 S 6th St Philadelphia PA 19106	509(a)1	General operating for rare books library	\$ 800
Audubon 225 Varick St , 7th Floor New York, NY 10014	509(a)1	Operating support	\$ 500
Audubon Rockies (f/k/a/ Wyoming) 400 East 1st St., Ste 308 Casper, WY 82601	509(a)1	General support of conservation efforts	\$ 544

LEO MODEL FOUNDATION			TAX ID: 23-7084119
2013 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
<u>Grant Recipient/Address</u>	<u>2013 Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Balletx P.O. Box 22713 Philadelphia, PA 19110	501(c)(3)	General operating support for programs	\$ 12,500
Bartram Gardens 54th & Lindbergh Boulevard Philadelphia, PA 19143	501(c)(3)	General operating support for programs	\$ 700
Barnes Foundation 300 N. Latch's Lane Merion, PA 19066-1729	501(c)(3)	General operating support for programs	\$ 5,000
Bat Conservation International P O Box 162603 Austin TX 78716	public charity	Conservation--Bats	\$ 30,000
Berea College CPO 2216 Berea KY 40404	public charity	Higher Education--General Support	\$ 5,000
Brookings Institution 1775 Massachusetts Ave Washington DC 20036	509(a)1	General operating expenses, non-profit thir	\$ 50,000
Brooklyn Academy of Music 30 Lafayette Avenue Brooklyn, NY 11217	public charity	General Support	\$ 17,585
Brown University Box 1976 Providence RI 02912	public charity	Higher Education--General Support	\$ 2,000
The Brownstone School 128 West 80th Street New York, NY 10024	501(c)(3)	General Support	\$ 1,000
Byerschool Foundation 210 W. Rittenhouse Square, Ste 400 Philadelphia, PA 19103	501(c)(3)	General Operating Support	\$ 3,000
Catholics for Choice 1436 U Street, NW Suite 301 Washington, DC 20009	501(c)(3)	General Operating Support	\$ 7,000
The Center for Art in Wood 141 N 3rd Street, Philadelphia, PA 19106	501(c)(3)	General Operating Support	\$ 250
Central Park Conservancy New York, NY 10003	public charity	General operating support	\$ 1,000
Chelsea Baptist Church 2908 Atlantic Avenue Atlantic City, NJ 08401	public charity	General operating support	\$ 500

LEO MODEL FOUNDATION			TAX ID: 23-7084119
2013 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
<u>Grant Recipient/Address</u>	<u>2013 Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
City Harvest 6 E 32nd St., 5th Floor New York, NY 10016	509(a)1	General support for food pickup & distributi	\$ 11,000
Cobleskill Regional Hospital 178 Grandview Drive Cobleskill, NY 12043	public charity	General Operating Support	\$ 1,000
Cold Spring Harbor Laboratory Bungtown Rd Cold Spring Harbor NY 11724	public charity	Health-related research--General Support	\$ 2,000
Collegiate School 260 W. 78th Street New York, NY 10024	509(a)1	General operating support	\$ 65,000
Columbia University P O Box 1383 New York, NY 10277	509(a)(1)	School of Social Work general operating su	\$ 1,500
Community Design Collaborative 117 South 17th Street Philadelphia, PA 19103	public charity	General operating support	\$ 250
Committee to Protect Journalists 330 7th Ave , 11th Floor New York, NY 10001	public charity	General operating support.	\$ 2,000
Conservation International 1015 18th St, NW, Ste 1000 Washington DC 20036	public charity	Conservation--International General Suppo	\$ 10,000
Curtis Institute of Music 1726 Locust St Philadelphia PA 19103	509(a)1	Scholarship fund for music academy	\$ 10,000
Damon Runyon Cancer Research Fund One Exchange Plaza 55 Broadway Suite 302 New York, NY 10006	public charity	General operating support	\$ 10,000
Doctors Without Borders 6 East 39th Street, 8th Floor New York NY 10016	public charity	General support for humanitarian services	\$ 5,000
Donors Choose 213 West 35th St., 2nd Fl East New York, NY 10001	501(c)3	General operating support.	\$ 5,033
Drug Policy Alliance 131 West 33rd St., 15th Floor New York, NY 10001	public charity	General operating support	\$ 1,000
Dysautonomia Foundation 315 W 39th St., Ste 701 New York, NY 10018	501(c)3 exempt	General operating support	\$ 1,000

LEO MODEL FOUNDATION			TAX ID: 23-7084119
2013 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
<u>Grant Recipient/Address</u>	<u>2013 Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
EcoHealth Alliance (Wildlife Trust) 460 West 34th Street, 17th Floor New York, NY 10001-2320	509(a)1	General operating for international conserv for insect research	\$ 157,500
Film Forum 209 West Houston St. New York, NY 10014	501(c)3 exempt	General operating support	\$ 2,000
Film Society of Lincoln Center 70 Lincoln Center Plaza New York, NY 10023	501(c)3 exempt	General operating support	\$ 8,000
Final Exit Network P.O. Box 665 Pennington, NJ 08534	501(c)3 exempt	General operating support	\$ 1,000
First Book Philadelphia Rodin Place, Suite 201 2000 Hamilton Street Philadelphia, PA 19130	501(c)3 exempt	General operating support	\$ 2,500
First Person Arts 1 South Broad St., 17th Floor Philadelphia, PA 19107	501(c)3 exempt	support for Community Engagement Project	\$ 5,000
Food Allergy Initiative 515 Madison Avenue, Suite 1912 New York NY 10022	public charity	General operating support	\$ 1,000
Foreign Policy Research Institute 1528 Walnut Street, Suite 610 Philadelphia, PA 19102	501(c)3 exempt	Grant to support specific research	\$ 15,000
Foundation for Int'l Community Assistance (FINCA) 1101 14th Street NW, Eleventh Floor Washington, DC 20005	501(c)3 exempt	General operating support	\$ 1,000
Free Library of Philadelphia 1901 Vine Street, Ste 111 Philadelphia, PA 19103	501(c)3 exempt	General operating support	\$ 5,000
Fresh Air Fund 1040 Ave of the Americas New York NY 10018	public charity	Inner City Life Improvement-General Supp	\$ 2,000
Friends of the Japanese House and Garden (FJHG) 5070 Parkside Ave., #2104 Philadelphia, PA 19131	501(c)3 exempt	support for Shofuso Preservation Fund	\$ 250
Friends of Massey University 1209 G Street NE Washington, DC 20002	public charity	General operating support	\$ 20,000
George Landis Arboretum P O Box 186 Esperance NY 12066	public charity	Conservation general support	\$ 1,000

LEO MODEL FOUNDATION			TAX ID: 23-7084119
2013 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
<u>Grant Recipient/Address</u>	<u>2013 Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Glimmerglass Opera Box 191 Cooperstown, NY 13326	501(c)3 exempt	General operating support	\$ 1,500
Global Fund for Women 1375 Sutter St., Ste 400 San Francisco, CA 94109	public charity	General operating support	\$ 9,000
Goddard Riverside Community Center Development Office, 593 Columbus Ave New York, NY 10024	public charity	Inner City Life Improvement-General Supp	\$ 1,000
Grey2K USA Educational Fund P.O Box 440142 Sommerville, MA 02144	public charity	General operating support	\$ 800
Hampshire College 893 West Street Amherst, MA 01002	public charity	Higher Education-General Support	\$ 165,000
Hartley Film Foundation 49 Richmondville Ave., Suite 204 Westport, CT 06880	501(c)3 exempt	General operating support	\$ 2,000
Harvard University 124 Mt Auburn St Cambridge MA 02138	509(a)1	Landry Cancer Consortium	\$ 31,000
Hawk Mountain Sanctuary R R 2, Box 191 Kempton PA 19529	509(a)2	General support for raptor conservation/res	\$ 5,000
Historical Society of Pennsylvania 1300 Locust Street, Philadelphia, PA 19107	501(c)3 exempt	General operating support	\$ 1,000
Holy Apostles Soup Kitchen 296 9th Ave New York NY 10001	public charity	Inner City Life Improvement-General Supp	\$ 8,000
Human Rights Watch 350 5th Avenue New York, NY 10018	501(c)3 exempt	Outreach materials for human rights organi	\$ 10,000
Illinois Wesleyan University 1210 Park Street Bloomington, IL 61701	501(c)(3)	General operating support	\$ 20,000
Innocence Project 40 Worth St., Suite 701 New York, NY 10013	public charity	General operating support	\$ 20,000
International Rescue Committee 122 E 42nd St, 12th Fl New York NY 10168	public charity	Refugee Relief-General Support	\$ 7,000

LEO MODEL FOUNDATION			TAX ID: 23-7084119
2013 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
<u>Grant Recipient/Address</u>	<u>2013 Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Island Conservation 2161 Delaware Ave, Suite A Santa Cruz, CA 95060	501(c)(3)	General operating support	\$ 25,000
J Street P.O. Box 66073 Washington, DC 20035	501(c)(3)	General operating support	\$ 7,000
JDC (American Jewish Joint Distribution Committee) P.O. Box 4124 New York, NY 10163	501(c)3 exempt	Typhoon Haiyan Relief (Philippines)	\$ 10,000
Jerusalem Foundation 420 Lexington Ave., Ste. 1645 New York, NY 10170	public charity	General operating support	\$ 100,000
Juvenile Law Center 1315 Walnut Street, 4th Floor Philadelphia, PA 19107	501(c)3 exempt	General operating support	\$ 7,500
Lantern Theatre Company P.O. Box 53428 Philadelphia, PA 19105	public charity	General operating support	\$ 3,000
MANNA 2323 Ranstead St Philadelphia, PA 19103	public charity	General operating support	\$ 5,000
Metropolitan Career Center 100 S. Broad St., Ste 830 Philadelphia, PA 19110	public charity	General operating support for training prog	\$ 10,000
Metropolitan Museum of Art 5th Ave at 82nd St New York NY 10028	public charity	General Cultural Support	\$ 3,000
Middlesex School 1400 Lowell Rd, PO Box 9122 Concord MA 01742	509(a)	General operating support	\$ 100,000
Ms. Foundation for Women 120 Wall Street, 33rd Floor New York NY 10005	509(a)	Women's economic development grants fo underpriveleged American girls & women	\$ 13,000
Museum of the City of New York 1220 Fifth Avenue New York, NY 10029	public charity	General operating support	\$ 1,500
Museum of Modern Art 11 W 53rd St New York NY 10019	public charity	General operating for art museum	\$ 3,500
National Audubon Society 225 Varick St., 7th Floor New York, NY 10014	509(a)1	General operating for bird conservation	\$ 200,000

LEO MODEL FOUNDATION			TAX ID: 23-7084119
2013 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
<u>Grant Recipient/Address</u>	<u>2013 Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Nature Conservancy 205 Portland St., Suite 400 Boston, MA 02114-1708	501(c)3 exempt	General operating support	\$ 7,500
New Israel Fund 2100 M Street, NW, Suite 619 Washington, DC 20037	public charity	General operating support	\$ 20,000
New School for Social Research 66 W 12th Street New York, NY 10011	501(c)3 exempt	Higher Education—General Support	\$ 10,000
New York Botanical Garden Southern Blvd & 200th St Bronx NY 10458	public charity	General Cultural Support and support of new tropical medicines	\$ 25,000
New York City Ballet 70 West 63rd Street New York, NY 10023	501(c)3 exempt	General operating support	\$ 5,500
New York (Yorkville) Common Pantry Church St STA, P O Box 19012 New York NY 10277	509(a)1	Inner City Life Improvement—General Supp	\$ 7,000
New York Foundation for the Arts 20 Jay Street, 7th Floor New York, NY 11201	501(c)3 exempt	Support for the "Dirt and Deeds" project film and national campaign to support Black farmers	\$ 5,000
New York Public Library 476 Fifth Ave New York NY 10018	public charity	General Cultural Support	\$ 2,000
New York Restoration Project 1290 Avenue of the Americas New York, NY 10036	public charity	General operating for preservation of histor	\$ 1,000
New York Shakespeare Festival 425 Lafayette St New York NY 10003	public charity	General Cultural Support	\$ 4,000
New York Times Neediest Cases Fund 4 Chase Metrotech Center, 7th Floor East, Lockbox 5193 Brooklyn, NY 11245	501(c)3 exempt		\$ 5,000
Northeast Wilderness Trust P O Box 406 Montpelier, VT 05601	public charity	Land Trust restoring and preserving lands for wildlife and people	\$ 2,000
Oberlin College Bosworth Hall Oberlin OH	public charity	Higher Education—General Support	\$ 10,000
Obermayer Foundation 239 Chestnut Street, West Newton, MA 02465	501(c)3 exempt	General Operating support	\$ 23,911

<b>LEO MODEL FOUNDATION</b>			<b>TAX ID: 23-7084119</b>
<b>2013 Form 990PF, Part XV - Grants and Contributions Paid During the Year</b>			
<b><u>Grant Recipient/Address</u></b>	<b><u>2013 Status</u></b>	<b><u>Purpose of Grant</u></b>	<b><u>Amount</u></b>
Outward Bound Philadelphia 3250 W Sedgeley Drive Philadelphia, PA 19130	public charity	General operating support	\$ 1,000
Oxfam America 28 West Street Boston MA 02111	public charity	Refugee and Famine Relief—General Supp	\$ 5,000
Parents of PS 334, Inc (Anderson School) P O Box 467 New York, NY 10024	501(c)3 exempt	General operating support	\$ 5,000
Partners in Health 641 Huntington Avenue Boston, MA 02115	public charity	General operating support	\$ 5,000
PennEnvironment Research & Policy Cntr 1420 Walnut St., Ste 650 Philadelphia, PA 19102	501(c)3 exempt	General operating support	\$ 28,000
PENCIL 30 West 26th , St 5th Fl New York, NY 10010	501(c)3	General operating support	\$ 4,000
Philadelphia Museum of Art Box 7646 Philadelphia PA 19101	509(a)1	General operating for art museum	\$ 25,000
Philadelphia Young Playwrights 7 Benjamin Franklin Parkway Philadelphia, PA 19103	501(c)(3)	General operating support	\$ 3,500
Phillips Brooks House Assoc Harvard University Cambridge, MA 02138	501(c)(3)	General operating support	\$ 1,000
Pig Iron Theatre Company 1417 N. 2 <sup>nd</sup> Street Philadelphia, PA 19122	501(c)(3)	General operating support	\$ 2,500
Planned Parenthood Fed of America 810 7th Ave New York NY 10019	509(a)1	Birth Control Education—General Support	\$ 10,000
Planned Parenthood of New York 26 Bleecker St New York NY 10012	509(a)1	Birth Control Education—General Support	\$ 2,000
Planned Parenthood of Southeastern PA 1144 Locust St Philadelphia PA 19107	509(a)1	General operating for family planning activi in Southeastern Pennsylvania	\$ 7,500
Ploughshares Fund Fort Mason San Francisco CA 94123	public charity	Arms Control Education	\$ 5,000



LEO MODEL FOUNDATION			TAX ID: 23-7084119
2013 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
Grant Recipient/Address	2013 Status	Purpose of Grant	Amount
Prairie Biotic Research 831 Ridgewood Ave Ames, IA 50010	501(c)(3)	General operating support	\$ 1,000
PRBO Conservation Science 3820 Cypress Drive #11 Petaluma, CA 94954	501(c)(3)	Operating support for bird conservation and improving ecosystem management	\$ 1,000
Prep for Prep 328 W 71st St New York NY 10023	public charity	Inner City Education--General Support	\$ 3,000
RARE Center for Tropical Conservation 1310 North Courthouse Road, Suite 110 Arlington, VA 22201	509(a)1	International economic development grants public education for conservation	\$ 102,500
Rockefeller University 1230 York Ave New York NY 10021	public charity	Higher Education--General Support	\$ 52,500
Rosenbach Museum & Library 2010 Delancey Pl Philadelphia PA 19103	509(a)1	General support for rare books library	\$ 1,500
Salzburg Global Seminar 1730 Pennsylvania Ave., NW, 11th Floor Washington, DC 20036	public charity	General operating support	\$ 2,500
San Miguel - CASA, Inc 2418 Harris Blvd. Austin, TX 78703	501(c)3 exempt	General operating support	\$ 13,000
Sarah Lawrence College 1 Mead Way Bronxville, NY 10708	501(c)3 exempt	General operating support	\$ 1,000
Schoharie Land Trust P.O. Box 482 Cobleskill, NY 12043	501(c)3 exempt	General operating support	\$ 250
Scholars at Risk Network c/o New York University 194 Mercer Street, Room 410 New York, NY 10012	public charity	General operating support	\$ 3,000
Sculpture Space 12 Gates Street Utica, NY 13502	public charity	General operating support	\$ 1,000
Self Help Community Services 440 9th Ave New York NY 10001	public charity	Inner City Life Improvement--General Supp	\$ 200,000
Shore P O Box 814 White Plains NY 10602	public charity	Inner City Life Improvement--General Supp	\$ 1,000

LEO MODEL FOUNDATION			TAX ID: 23-7084119
2013 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
<u>Grant Recipient/Address</u>	<u>2013 Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Smith College 7 College Lane Northampton, MA	501(c)3 exempt	General operating support	\$ 5,000
Solomon R. Guggenheim Foundation 1071 Fifth Ave New York NY 10128	501(c)3 exempt	General Cultural Support	\$ 2,000
Southern Poverty Law Center 1001 S Hull St Montgomery AL 36195	public charity	Education for Tolerance—General Support	\$ 20,000
Stanford University 301 Encina Hall Stanford CA 94305	public charity	Higher Education—General Support	\$ 1,500
Temple Beth Zion-Beth Israel 300 South 18th Street Philadelphia, PA 19103	public charity	General operating support	\$ 250
The Children's Storefront 70 E 129th St New York, NY 10035	501(c)3 exempt	General operating support	\$ 2,000
The Doe Fund 232 E 84th St New York, NY 10028	501(c)3 exempt	General operating support	\$ 3,000
The Jewish Museum 1109 Fifth Avenue at 92nd Street New York, NY 10020	public charity	General operating support	\$ 2,000
The Ocean Foundation (Tag-A-Giant) 1990 M Street NW Washington, DC 20016	public charity	General operating support.	\$ 1,000
The Philadelphia Fund 1234 Market St., Suite 1800 Philadelphia, PA 19107	501(c)3 exempt	grant to The Longest Day of Golf Cancer F	\$ 540
Trilogy. An Opera Company 32 Howard Street Newark, NJ 07103	501(c)3 exempt	General operating support	\$ 1,500
UJA Foundation/JDC 130 East 59th St., Suite 923C New York, NY 10022	501(c)3 exempt	General operating support	\$ 20,000
University of Pennsylvania, Law School 3400 Chestnut St Philadelphia PA 19104	101(6) education	Scholarship fund	\$ 7,500
University Wisconsin Foundation 1848 University Ave. Madison, WI 53726	501(c)3 exempt	General operating support	\$ 10,000

LEO MODEL FOUNDATION			TAX ID: 23-7084119
2013 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
<u>Grant Recipient/Address</u>	<u>2013 Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
U.S. Holocaust Memorial Museum 100 Raoul Wallenberg Place, SW Washington, DC 20024-2126	501(c)3 exempt	General operating support	\$ 2,000
Welcoming Center for New Pennsylvanians 1617 JFK Blvd., 13th Floor Philadelphia, PA 19103	501(c)3 exempt	General operating support	\$ 25,000
Wesleyan University Wesleyan Station Middletown, CT 06459	501(c)3 exempt	General operating support	\$ 5,000
Whitney Museum of American Art 945 Madison Ave New York NY 10021	public charity	General Cultural Support	\$ 2,000
Wild Salmon Center 721 NW Ninth Ave., Ste 290 Portland, OR 97209	public charity	General operating support.	\$ 4,000
Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10460	public charity	General operating support	\$ 2,000
William Way LGBT Community Center 1315 Spruce Street Philadelphia, PA 19107	501(c)3 exempt	General operating support	\$ 5,000
Wingspan Arts 630 9th Ave., Suite 410 New York, NY 10036	501(c)3 exempt	General operating support	\$ 1,700
WNET Channel 13 356 W 58th St New York NY 10019	public charity	General Cultural Support	\$ 5,000
WNYC/NY Public Radio 160 Varick St New York NY 10013	public charity	General Cultural Support	\$ 1,500
Women's Way 1233 Locust St, Ste 300 Philadelphia PA 19107	509(a)1	General support for women's support fund	\$ 11,666
World Resources Institute 1709 New York Ave, NW Washington DC 20006	public charity	Conservation Education	\$ 5,000
Yale Law School 127 Wall St New Haven, CT 06511	509(a)1	General support	\$ 15,000
Xerces Society 628 NE Broadway, Ste 200 Portland, OR 97232	501(c)3 exempt	General operating support	\$ 1,000
<b>TOTAL GRANTS DISBURSED</b>			<b>\$ 2,215,229</b>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 16

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME	
		AMOUNT	CODE	AMOUNT	
1128 ASSOCIATES, LP	531390	31,109.	16	11,143.	
BPG PARTNERSHIP VI	531390	18,276.	16	22,601.	
LOCUST COURT ASSOCIATES	531390	29,335.			
BPG MULTI-FAMILY PARTNERSHIP, LP	531390	-6,524.	16	1,576.	
TOTALS		<u>72,196.</u>		<u>35,320.</u>	

LEO MODEL FOUNDATION INC CUST  
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
2390.057 BLACKROCK FUND II	05/24/2013	08/08/2013	25,000.00	25,167.30	-167.30
FLOATING RATE INCOME PORTF					
2392.344 BLACKROCK FUND II	05/24/2013	09/12/2013	25,000.00	25,191.38	-191.38
FLOATING RATE INCOME PORTF					
419.879 PIMCO FDS HIGH YIELD	11/30/2012	01/07/2013	4,077.03	4,036.47	40.56
FUND INSTL					
641.38 PIMCO FDS HIGH YIELD	01/03/2013	03/06/2013	6,221.38	6,199.64	21.74
FUND INSTL					
389.399 PIMCO FDS HIGH YIELD	03/31/2013	05/24/2013	3,812.22	3,804.21	8.01
FUND INSTL					
100000. TUCSON AZ SER C GO AGM P/R	09/13/2012	07/01/2013	100,000.00	100,000.00	NONE
7/1/13 @ 100	07/19/2013	11/15/2013	680,000.00	689,004.70	-9,004.70
680000. USA TREASURY NOTE 10 YR					
Totals			844,111.00	853,404.00	-9,293.00

JSA  
3F0971 1 000



**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**  
► **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- 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](http://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, see instructions

**Type or  
print**

File by the  
due date for  
filing your  
return. See  
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

LEO MODEL FOUNDATION, INC

23-7084119

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

C/O DR. PETER MODEL

City, town or post office, state, and ZIP code. For a foreign address, see instructions

NEW YORK, NY 10065

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

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 ► ALLEN MODEL

Telephone No ► 215 546-8058

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 08/15, 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 \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.

- 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 Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	28,000.
b If this application is for Form 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 \$	36,451.
c <b>Balance due.</b> 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 \$	5,000.

**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.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. . . . . ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

<b>Type or print</b>  File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	LEO MODEL FOUNDATION, INC		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions		23-7084119	
	C/O DR. PETER MODEL		Social security number (SSN)	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions			
	NEW YORK, NY 10065			

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-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

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

• The books are in the care of **ALLEN MODEL, 1500 WALNUT ST., STE. 1300 PHILADELPHIA, PA 19102**  
Telephone No **215 546-8058** 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

4 I request an additional 3-month extension of time until **11/17**, 20 **14**.

5 For calendar year **2013**, or other tax year beginning , 20 , and ending , 20

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension **ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE TAX RETURN.**

<b>8a</b> 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	<b>8a</b> \$	50,000.
<b>b</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 and any amount paid previously with Form 8868	<b>8b</b> \$	41,000.
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>8c</b> \$	9,000.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete, and that I am authorized to prepare this form

Signature

Title

Date

Form **8868** (Rev. 1-2014)