



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

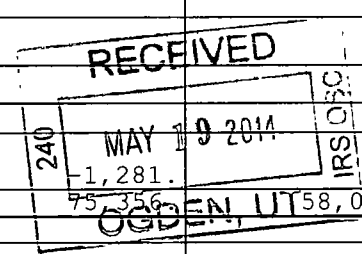
Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

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

Name of foundation Lion's Pride Foundation		A Employer identification number 41-1289414
Number and street (or P O box number if mail is not delivered to street address) 115 Cottage Road	Room/suite	B Telephone number (see the instructions) (603) 253-8554
City or town, state or province, country, and ZIP or foreign postal code Moultonborough NH 03254		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <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"/>
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <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, column (c), line 16) \$ 4,092,913.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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 (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	76,637.			
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		58,024.		
	8 Net short-term capital gain			58,024.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
See Line 11 Stmt					
12 Total. Add lines 1 through 11.		75,356.	58,024.	58,024.	
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt.	2,000.			
	c Other prof fees (attach sch) L-16c Stmt.	4,000.			
	17 Interest				
	18 Taxes (attach schedule)(see instrs) Foreign Tax paid.	553.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	See Line 23 Stmt	2,403.			
	24 Total operating and administrative expenses. Add lines 13 through 23	8,956.			
25 Contributions, gifts, grants paid	274,500.				
26 Total expenses and disbursements. Add lines 24 and 25	283,456.				
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-208,100.				
b Net investment income (if negative, enter -0-).		58,024.			
c Adjusted net income (if negative, enter -0-).			58,024.		



SCANNED MAY 22 2014

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

ASSETS	1	Cash — non-interest-bearing	76,260.	250,000.	250,000.
	2	Savings and temporary cash investments			
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U S and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) L-10b. Stmt	3,409,279.	3,842,913.	3,842,913.
	c	Investments — corporate bonds (attach schedule)			
	LIABILITIES	11	Investments — land, buildings, and equipment basis		
		Less accumulated depreciation (attach schedule)			
12		Investments — mortgage loans			
13		Investments — other (attach schedule)			
14		Land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)			
15		Other assets (describe)			
16		Total assets (to be completed by all filers — see the instructions Also, see page 1, item I).	3,485,539.	4,092,913.	4,092,913.
17		Accounts payable and accrued expenses			
18		Grants payable		250,000.	
NET ASSETS OR FUND BALANCES	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)		250,000.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X		
27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, building, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds	3,485,539.	3,842,913.		
30	Total net assets or fund balances (see instructions)	3,485,539.	3,842,913.		
31	Total liabilities and net assets/fund balances (see instructions)	3,485,539.	4,092,913.		

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	3,485,539.
2	Enter amount from Part I, line 27a	2	-208,100.
3	Other increases not included in line 2 (itemize) <u>Market value increase 2013</u>	3	565,474.
4	Add lines 1, 2, and 3	4	3,842,913.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	3,842,913.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	Wells Fargo Statement - attached	P	various	various
b	Wells Fargo Statement - attached	P	various	various
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 734.		725.	9.
b 452,547.		394,532.	58,015.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a 0.	0.	0.	9.
b 0.	0.	0.	58,015.
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	58,024.
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	58,024.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	321,060.	3,528,894.	0.090980
2011	0.	0.	0.000000
2010	0.	0.	0.000000
2009		2,916,233.	
2008		3,055,503.	

2	Total of line 1, column (d)	2	0.090980
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	0.030327
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	0.
5	Multiply line 4 by line 3.	5	0.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	580.
7	Add lines 5 and 6	7	580.
8	Enter qualifying distributions from Part XII, line 4	8	0.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter 'N/A' on line 1			
Date of ruling or determination letter <u>n/a</u> (attach copy of letter if necessary – see instrs)			N/A
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		1	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2.		3	
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	
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	131.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d.	7	131.	
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	131.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax. Refunded	11	131.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		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
4 a 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?		
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, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MN - Minnesota</u>		
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

BAA

Form 990-PF (2013)

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 N/A				
14	The books are in care of BUCKNAM ASSOCIATES Telephone no (603) 253-8554			
Located at 115 Cottage Road Moultonborough NH ZIP + 4 03254				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			
and enter the amount of tax-exempt interest received or accrued during the year 15				
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country				

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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)?	1 b	
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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 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)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
20 __, 20 __, 20 __, 20 __		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

BAA

Form 990-PF (2013)

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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 ☒ No

b 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
Louis F Polk 435 E 52nd St New York NY 10022	Trustee & Pres	0.00	0.	0.
Susan Bucknam 115 Cottage Rd Moultonborough NH 03254	VP, Treasurer	10.00	0.	0.
Richard N. Flint 500 IDS 80 S 8th St Minneapolis MN 55402	Secretary	1.00	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
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 N/A	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

BAA

Form 990-PF (2013)

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

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

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	1 a	
b	Program-related investments — total from Part IX-B.	1 b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	0.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	0.

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				0.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			176,445.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008	0.			
b From 2009	0.			
c From 2010	0.			
d From 2011	0.			
e From 2012	321,060.			
f Total of lines 3a through e	321,060.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 0.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	321,060.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions			176,445.	
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)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	321,060.			
10 Analysis of line 9				
a Excess from 2009	0.			
b Excess from 2010	0.			
c Excess from 2011	0.			
d Excess from 2012	321,060.			
e Excess from 2013	0.			

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

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or

☐ 4942(j)(5)

- 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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 of the person to whom applications should be addressed

See Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

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

- c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a</i> Paid during the year				
SEE ATTACHED SCHEDULE				
Total				3 a
<i>b</i> Approved for future payment				
Total				3 b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion 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	525990		14		
4	Dividends and interest from securities	562832	76,637.	14		
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property	531390				
6	Net rental income or (loss) from personal property .					
7	Other investment income	525990		16		
8	Gain or (loss) from sales of assets other than inventory .	900001		18		
9	Net income or (loss) from special events . .					
10	Gross profit or (loss) from sales of inventory .					
11	Other revenue					
a	Partnership K-1's	900099	-1,281.			
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		75,356.			
13	Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Additional Information

STMT 1

The investment firms do not provide book value for the investment assets. Taxpayer had been carrying book value and marked to market annually. However, since book value is not available, the valuation method was changed in 2006 to FMV. This did not affect the cash method of accounting used. No change in accounting methodology was required.

Therefore, at year end 2006, book value has been converted to FMV.

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Energy Transfer Ptnrs	-1,281.		
Total	<u>-1,281.</u>		

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

Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Office Expense	2,000.			
State of MN -filing	403.			
Total	<u>2,403.</u>			

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Christy P. Goldspink 1005 Granite Ridge Dr Santa Cruz CA 95065	Trustee 0.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Anna C. Polk 435 E 52nd St New York NY 10022	Trustee 0.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Johan M. Cronholm 222 Ave E Snohomish WA 98290	Trustee 0.00	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 10, Part XV, Line 2

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

Name Bucknam Associates
 Address 115 Cottage Road
 City, St, Zip, Phone. Moultonboro NH 03254 (603) 253-8554
 E-mail _____

The form in which applications should be submitted and information and materials they should include
Application may be made by letter, but all donees are required to

Any submission deadlines:

No submission deadline. Applications are accepted at any time

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

None

Name _____
 Address _____
 City, St, Zip, Phone _____
 E-mail _____

The form in which applications should be submitted and information and materials they should include
complete a Statement of Potential Donee. See copy attached.

Any submission deadlines:

and acted upon periodically

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

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bucknam Assoc	Accounting	2,000.			

Total 2,000.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bucknam Assoc	management	4,000.			

Total 4,000.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See attached schedule	3,842,913.	3,842,913.
Total	<u>3,842,913.</u>	<u>3,842,913.</u>

Supporting Statement of:

Form 990-PF, p1/Line 23(a)-1

Description	Amount
Bucknam Associates	2,000.
Total	<u>2,000.</u>

Supporting Statement of:

Form 990-PF, p12/Line 11 Column (b)-1

Description	Amount
Energy Transfer Partners	-1,281.
Total	<u>-1,281.</u>

**LION'S PRIDE FOUNDATION
2013 990PF
GRANTS 2013**

STATEMENT 2

TIN 41-1289414

		Public (X)	Restrictions
NYP/Lower Manhattan Hospitals 170 William St New York, NY 10038	4,000 00	X	none
Convent of the Sacred Heart 1 East 91st St New York, NY 10128	250,000 00		
Riverside Hawks Attn Mark Jerome 490 Riverside Dr New York, NY 10027	500 00	X	none
Episcopal Charities Attn Carol J Bush Co 80 Elm St, 1st Flr New Haven, CT 06510	6,000 00	X	none
Urban Resources Initiative 195 Prospect St New Haven, CT 06511	1,000 00	X	none
Valley Vineyard Church 224 Mt Herman Rd Scotts Valley, CA 95066	10,000 00	X	none
Phillips Academy Andover, MA 01810	3,000 00	X	none
	274,500 00		

May 6, 2013
March 10, 2014

2013 SUMMARY AMENDMENT

Your Financial Advisor :
BOUMEESTER/HEEGAARD
90 S. 7TH ST. 10TH & 11TH FL
MINNEAPOLIS, MN 55479
(612) 667-5469

AMENDMENT TO SUMMARY FORM

This package may contain amendments to your 2013 Year-End Summary, and is provided as a courtesy to you for informational purposes only. This information is not reported to the IRS.

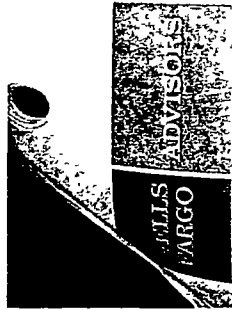
Please retain other statement information from original tax package.

Any changes are usually caused by dividend reclassification information received since your original form, or previously amended form, was printed.

Corrections are marked with an "X" for your convenience. Certain conditions may result in updates not being marked. If there is nothing marked on this Amendment, please compare this form to your original to determine the change(s).

000107 CGKM113
LIONS PRIDE FOUNDATION
115 COTTAGE RD
MOULTONBORO NH 03254-4802





2013 SUMMARY AMENDMENT

2 289

Page 3 of 17

Amended Date: 2/28/14

Your Financial Advisor :
BOUMESTER/HEEGAARD
90 S 7TH ST 10TH & 11TH FL
MINNEAPOLIS, MN 55479
(612) 667-5469

LIONS PRIDE FOUNDATION
115 COTTAGE RD
MOULTONBORO NH 03254-4802

Account Number: 2660-8659

Year-End Account Summary

This information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes.
Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

Summary of Dividends and Distributions

	Box	Amount
X 1a	Total Ordinary Dividends	66,289.54
X 1b	Qualified Dividends	39,498.45
2a	Total Capital Gain Distributions	1,143.81
2b	Unrecaptured Sec. 1250 Gain	113.16
2c	Section 1202 Gain	0.00
2d	Collectibles (28%) Gain	0.00
X 3	Nondividend Distributions	3,759.36
4	Federal Income Tax Withheld	0.00
5	Investment Expenses	0.00
X 6	Foreign Tax Paid	552.50
7	Foreign Country or U.S. Possession	See Detail Section
8	Cash Liquidation Distributions	0.00
9	Noncash Liquidation Distributions	0.00
10	Exempt-Interest Dividends	0.00
11	Specified Private Activity Bond Interest Dividends	0.00

Summary of Proceeds from Broker and Barter Exchange

	Box	Amount
2a	Sales Price Less Commissions and Option Premiums	466,043.75
4	Federal Income Tax Withheld	0.00

Summary of Interest Income

	Box	Amount
1	Interest Income	10,347.65
3	Interest on U.S. Savings Bonds and Treasury Obligations	0.00
4	Federal Income Tax Withheld	0.00
5	Investment Expenses	0.00
6	Foreign Tax Paid	0.00
7	Foreign Country or U.S. Possession	See Detail Section
8	Tax-exempt Interest	0.00
9	Specified Private Activity Bond Interest	0.00
10	Tax-exempt Bond Cusip No	See Detail Section

2013 SUMMARY AMENDMENT

Page 5 of 17

Amended Date: 2/28/14

Your Financial Advisor :
BOUMMEESTER/HEEGAARD
90 S 7TH ST 10TH & 11TH FL
MINNEAPOLIS, MN 55479
(612) 667-5469

LIONS PRIDE FOUNDATION
115 COTTAGE RD
MOULTONBORO NH 03254-4802

Year-End Account Summary

This Information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes. Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

For noncovered transactions, we provide supplemental cost basis information, when it is available, to assist you with completing your tax return, however, THIS INFORMATION IS NOT PROVIDED TO THE INTERNAL REVENUE SERVICE.

SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP	1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount Additional Information
HUSSMAN STRATEGIC / 448108100 GROWTH FUND	03/07/13	43.1490	01/02/13	446.10	462.13	-16.03 SALE

WT MUT FUND / 92934R777
CRM MID CAP VALUE INV CL
03/07/13

	8 7650	12/13/12	287.97	262.61	25.36	SALE
--	--------	----------	--------	--------	-------	------

TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

734.07 724.74 9.33

LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP	1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount Additional Information
HUSSMAN STRATEGIC / 448108100 GROWTH FUND	03/07/13	15.0850	01/03/12	155.95	187.51	-31.56 SALE

TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES

155.95 187.51 -31.56

Account Number: 2660-8659

2013 SUMMARY AMENDMENT

Page 6 of 17

Amended Date: 2/28/14

Your Financial Advisor :
BOUMEESTER/HEEGAARD
90 S. 7TH ST 10TH & 11TH FL
MINNEAPOLIS, MN 55479
(612) 667-5469

LIONS PRIDE FOUNDATION
115 COTTAGE RD
MOULTONBORO NH 03254-4802

Account Number: 2660-8659

Year-End Account Summary

This Information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes.
Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

Description / CUSIP	a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
						Gain or Loss Amount	Additional Information
AMERICAN EXP CENT BK CD / 02587DKA5							
SALT LK CITY UT ACT/365							
DIC INSURED							
PN 1 550% DUE 12/22/14							
11/12/13		100,000.0000	12/19/11	100,436.30	100,000.00	436.30	SALE
ATHENAHEALTH INC / 04685W103							
3/07/13		1,000.0000	09/22/08	95,672.88	36,112.22	59,560.66	SALE
DISCOVER BK CD / 254670YR7							
GREENWOOD DE ACT/365							
DIC INSURED							
PN 1 750% DUE 03/04/13							
3/04/13		50,000.0000	02/24/10	50,000.00	50,000.00	0.00	REDEMPTION
3E CAPITAL FINL INC CD / 36160WMB2							
HOLLADAY UT ACT/365							
DIC INSURED							
PN 2 750% DUE 09/25/13							
9/25/13		50,000.0000	09/22/09	50,000.00	50,000.00	0.00	REDEMPTION
IUSSMAN STRATEGIC / 448108100							
GROWTH FUND							
		1,236.0940	10/28/05	12,778.80	20,000.00	-7,221.20	
		741.6560	07/25/06	7,667.28	12,000.00	-4,332.72	
		512.8210	02/26/07	5,301.57	8,000.00	-2,698.43	
		100.0680	11/12/07	1,034.51	1,569.06	-534.55	
		15.3080	01/02/08	158.25	238.34	-80.09	
		366.2410	11/18/08	3,786.23	4,391.22	-604.99	
		40.0610	11/18/08	414.15	480.34	-66.19	
		6.2070	01/02/09	64.16	75.91	-11.75	
		3.9680	01/04/10	41.02	50.71	-9.69	

2013 SUMMARY AMENDMENT

Page 7 of 17

Amended Date: 2/28/14

Your Financial Advisor :
BOJMEESTER/HEEGAARD
90 S 7TH ST 10TH & 11TH FL
MINNEAPOLIS, MN 55479
(612) 667-5469

LIONS PRIDE FOUNDATION
115 COTTAGE RD
MOULTONBORO NH 03254-4802

Account Number: 2660-8659

Year-End Account Summary

This Information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes.
Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
03/07/13	6 8120	01/03/11	70.42	83.72	-13.30	
	3,029 2360	Various	31,316.39	46,889.30	-15,572.91	SALE
					TOTAL 10 LOTS	
ISHARES RUSSELL 1000 GROWTH						
	80 0000	01/05/06	5,573.68	4,177.60	1,396.08	
	375 0000	01/30/07	26,126.66	21,007.20	5,119.46	
	545 0000	02/22/07	37,970.75	31,283.00	6,687.75	
03/07/13	1,000.0000	Various	69,671.09	56,467.80	13,203.29	SALE
					TOTAL 3 LOTS	
ISHARES MSCI EMERGING MARKETS						
08/22/13	750 0000	05/17/07	28,176.20	31,790.35	-3,614.15	SALE
MARINA BIOTECH INC NEW / 56804Q201						
03/08/13	1.0000	01/13/04	0.00	495.50	-495.50	SALE
WT MUT FUND / 92934R777 CRM MID CAP VALUE INV CL						
	728.0670	01/19/06	23,919.07	20,000.00	3,919.07	
	39.5380	12/18/07	1,298.93	1,127.62	171.31	
	37.8320	12/18/07	1,242.89	1,078.98	163.91	
	4.4040	12/18/07	144.68	125.61	19.07	
	10.4330	12/18/08	342.75	191.44	151.31	
	2.4360	12/16/09	80.03	57.35	22.68	
	2.7970	12/15/10	91.89	77.68	14.21	
	4.6770	12/15/11	153.65	117.68	35.97	
03/07/13	830.1840	Various	27,273.89	22,776.36	4,497.53	SALE
					TOTAL 8 LOTS	
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES					394,531.53	58,015.22

LION'S PRIDE FOUNDATION
2013

STATEMENT 1

TRUSTEES AND OFFICERS
Form 990 PF Page 6
Part VIII Line 1

41-1289414 Compensation over \$50,000

Name and Title	Address	Telephone	
Louis F. Polk Jr Trustee, President	435 East 52nd St New York, NY 10022	212-832-2662	0
Susan Bucknam Vice President, Treasurer	Bucknam Associates 115 Cottage Road Moultonborough, NH 03254	603/253-8554	0
Richard N. Flint Secretary	Gray Plant Mooty Mooty Bennett 500 IDS Center 80 South Eighth St Minneapolis, MN 55402	612/632-3065	0
Christy P. Goldspink Trustee	1005 Granite Ridge Dr Santa Cruz, CA 95065	831/426-7971	0
Anna C Polk Trustee	435 East 52nd Street New York, NY 10022	212-832-2662	0
Johan M. Cronholm Trustee	222 Ave E Snohomish, WA 98290	425-530-7936	0

LFPTTRUSTEES 2005
Revised Oct 26, 2008
Revised 4/24/2010
Revised 07/11/2011
Revised 06/06/12
Revised 10/30/2013