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Form **990-PF****Return of Private Foundation**

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**2013**
Open to Public Inspection

For calendar year 2013 or tax year beginning

04/01, 2013, and ending

03/31, 2014

Name of foundation LESLIE FUND, INC.		A Employer identification number 36-6055800
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (800) 839-1754
FOUNDATION SOURCE 501 SILVERSIDE RD 123		
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19809-1377		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 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) <input type="checkbox"/> \$ 10,432,746. <input type="checkbox"/> 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 (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	925.	925.		
	4 Dividends and interest from securities	226,585.	218,651.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	915,740.			
	b Gross sales price for all assets on line 6a	6,559,424.			
	7 Capital gain net income (from Part IV, line 2)		915,740.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,143,250.	1,135,316.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 1	8,474.	3,015.		5,459.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	67,613.	67,613.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 3	10,975.	159.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	39,834.	574.		39,260.
	24 Total operating and administrative expenses. Add lines 13 through 23	126,896.	71,361.		44,719.
	25 Contributions, gifts, grants paid	448,000.			448,000.
26 Total expenses and disbursements. Add lines 24 and 25	574,896.	71,361.	0	492,719.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	568,354.				
b Net investment income (if negative, enter -0-)		1,063,955.			
c Adjusted net income (if negative, enter -0-)					

16 914 12

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				
	2	Savings and temporary cash investments	561,222.	1,108,674.	1,108,674.	
	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). **	297,363.	304,385.	301,544.	
	b	Investments - corporate stock (attach schedule) ATCH 6	7,205,902.	7,214,293.	8,469,743.	
	c	Investments - corporate bonds (attach schedule) ATCH 7	518,967.	524,456.	552,785.	
	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)	8,583,454.	9,151,808.	10,432,746.	
17		Accounts payable and accrued expenses				
18		Grants payable				
19		Deferred revenue				
20		Loans from officers, directors, trustees, and other disqualified persons				
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/>					
	check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	8,583,454.	9,151,808.		
30	Total net assets or fund balances (see instructions)	8,583,454.	9,151,808.			
31	Total liabilities and net assets/fund balances (see instructions)	8,583,454.	9,151,808.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	8,583,454.
2	Enter amount from Part I, line 27a	2	568,354.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,151,808.
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	9,151,808.

**ATCH 5

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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)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
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))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	915,740.	
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	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	404,818.	9,213,301.	0.043938
2011	288,680.	9,022,487.	0.031996
2010	403,084.	8,846,785.	0.045563
2009	592,795.	8,281,125.	0.071584
2008	486,673.	8,495,686.	0.057285
2 Total of line 1, column (d)			2 0.250366
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 0.050073
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 9,991,038.
5 Multiply line 4 by line 3			5 500,281.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 10,640.
7 Add lines 5 and 6			7 510,921.
8 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			8 492,719.

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 type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	21,279.
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	21,279.
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	21,279.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	10,224.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	11,812.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	22,036.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	757.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 757. Refunded <input type="checkbox"/> <input type="checkbox"/>	11		

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 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	
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, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL, _____		
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

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				
The books are in care of <input type="checkbox"/> C/O FOUNDATION SOURCE Telephone no <input type="checkbox"/> 800-839-1754				
Located at <input type="checkbox"/> 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 <input type="checkbox"/> 19809-1377				
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
				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 <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	
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	
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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		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 ☐

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

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.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	9,587,412.
b	Average of monthly cash balances	1b	555,774.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	10,143,186.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	10,143,186.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	152,148.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,991,038.
6	Minimum investment return. Enter 5% of line 5	6	499,552.

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	499,552.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	21,279.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	21,279.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	478,273.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	478,273.
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	478,273.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	492,719.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	492,719.
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	492,719.

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				478,273.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			450,474.	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		30,124.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>492,719.</u>				
a Applied to 2012, but not more than line 2a			450,474.	
b Applied to undistributed income of prior years (Election required - see instructions)		30,124.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				12,121.
e Remaining amount distributed out of corpus				
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				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				466,152.
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)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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(1)(3) or		4942(1)(5)
---------------	--	------------

4942(1)(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

(a) 2013

(b) 2012

(c) 2011

(d) 2010

(e) Total

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 (i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization. . . .

(4) Gross investment income .

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> ATCH 9				
Total			3a	448,000.
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	925.		
4 Dividends and interest from securities			14	226,585.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	915,740.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				1,143,250.		
13 Total. Add line 12, columns (b), (d), and (e)					13	1,143,250.

(See worksheet in line 13 instructions to verify calculations)

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

[illegible]

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



- | | | | | |
|-----|--|-------|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| | | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) | Cash | 1a(1) | | X |
| (2) | Other assets | 1a(2) | | X |
| b | Other transactions: | | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) | Reimbursement arrangements | 1b(4) | | X |
| (5) | Loans or loan guarantees | 1b(5) | | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[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

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.

Sign Here  12/6/15  President

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 JEFFREY D HASKELL	Preparer's signature JEFFREY D HASKELL	Date 01/30/2015	Check <input type="checkbox"/> if self-employed	PTIN 201345770
Firm's name ► FOUNDATION SOURCE			Firm's EIN ► 510398347	
Firm's address ► ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042			Phone no 8008391754	

ATTACHMENT 1

FORM 990PF, PART I - LEGAL 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>
GENERAL CONSULTATIONS	8,474.	3,015.		5,459.
TOTALS	<u>8,474.</u>	<u>3,015.</u>		<u>5,459.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT SERVICES	67,613.	67,613.
TOTALS	<u>67,613.</u>	<u>67,613.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2014	9,800.	
990-PF EXTENSION FOR 2013	1,016.	
FOREIGN TAX PAID	159.	159.
TOTALS	<u>10,975.</u>	<u>159.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	39,209.		39,209.
BANK CHARGES	574.	574.	
STATE OR LOCAL FILING FEES	51.		51.
TOTALS	<u>39,834.</u>	<u>574.</u>	<u>39,260.</u>

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

ATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FEDL NATL MTG ASSN POOL #AL401	23,689.	23,330.
FHLMC G13139 - 5.000% - 05/01	13,402.	14,198.
FNMA - 4.000% - 02/01/2025	11,843.	12,314.
FNMA - 4.000% - 10/01/2024	11,967.	12,408.
FNMA - VAR% - 04/01/2016	63,009.	63,026.
US T - 2.125% - 08/15/2021	54,970.	54,050.
US T NOTE - 1.750% - 05/15/202	43,883.	41,518.
US T NOTE - 3.625% - 02/15/202	44,163.	43,650.
US T NOTE - 1.750% - 05/15/202	37,459.	37,050.
US OBLIGATIONS TOTAL	<u>304,385.</u>	<u>301,544.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
1ST SOURCE CORPORATION	19,725.	19,896.
ADT LTD.	44,627.	38,037.
AGL RESOURCES INC.	27,784.	32,558.
AIR METHODS CORPORATION	14,219.	13,358.
ALLISON TRANSMISSION HOLDINGS	14,159.	15,269.
AMER FIN GRP HLD	22,202.	25,970.
APACHE CORPORATION	7,992.	8,295.
APPLE INC.	38,262.	59,041.
ASHLAND INC.	8,776.	11,440.
AT&T, INC	11,864.	12,275.
AVX CORP	13,570.	13,048.
BERKSHIRE HATHAWAY INC.	14,397.	19,995.
BLACKROCK STRAT INC OPP	327,800.	328,081.
BOK FINANCIAL CORP.	18,041.	19,334.
BUNGE LTD	17,302.	18,685.
CALAVO GROWERS, INC	15,160.	17,790.
CARDINAL HEALTH INC.	19,518.	29,392.
CHICAGO BRIDGE & IRON	3,901.	8,715.
CISCO SYSTEMS INC	10,244.	10,650.
CLEAN HARBORS, INC.	16,147.	15,889.
CONSUMER DISCRETIONARY SELECT	21,471.	21,681.
CORR CP OF AM	39,936.	35,861.
CRM MID CAP VALUE FUND	178,125.	262,741.
CUMMINS INC	10,780.	11,174.
CVS CAREMARK CORP.	14,345.	21,709.
DENBURY RESOURCES INC	50,690.	49,692.
DESTINATION MATERNITY CORP	25,390.	25,345.
DST SYS INC.	14,987.	16,114.
EATON VANCE CORP	13,244.	13,738.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EL PASO ELECTRIC CO	17,904.	18,222.
EXACT SCIENCES CORPORATION	10,236.	14,170.
EXELIS, INC	12,854.	14,067.
EXPEDITORS INTL WASH INC.	51,952.	48,547.
EXPRESS SCRIPTS HOLDING CO.	28,454.	37,545.
FIFTH THIRD BANCORP	16,486.	23,304.
FIRST CITIZENS BANCSHARES INC	37,663.	40,928.
FXXM INC-A	31,147.	27,841.
GENCORP INC	19,566.	20,280.
GLAXOSMITHKLINE PLC	25,780.	26,715.
GLOBAL BRASS AND COPPER HOLDIN	24,448.	23,103.
GOOGLE INC	11,698.	18,947.
GREATBATCH INC	9,971.	11,480.
GREIF INC - A	45,673.	44,092.
HCA INC	9,933.	13,913.
HOLOGIC, INC	13,401.	14,513.
ICU MEDICAL, INC.	24,207.	22,156.
INGREDION INC.	16,039.	16,680.
INNOPHOS HOLDINGS INC	23,214.	27,783.
INT'L FLAVORS & FRAGRANCES INC	11,179.	12,437.
INVESTORS BANCORP, INC.	15,259.	16,584.
ISHARE SP SMALL CAP 600 INDEX	129,440.	198,252.
ISHARES GOLD TRUST	143,471.	143,060.
ISHARES MSCI EMERGING MARKETS	109,511.	112,778.
ISHARES RUSSELL 1000 INDEX FD	153,586.	271,732.
ISHARES TRUST RUSSELL MIDCAP I	130,319.	154,760.
IVY ASSET STRATEGY FUND CLASS	178,630.	218,045.
JOHN BEAN TECH CORP	18,261.	19,776.
JONES LANG LASALLE	24,300.	28,440.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
JOY GLOBAL INC.	16,180.	16,530.
JP MORGAN CHASE & CO	17,839.	26,409.
JPMORGAN EQUITY INCOME FUND SE	266,845.	434,480.
KINDER MORGAN INC	56,483.	51,984.
KLA TENCOR CORP	12,752.	16,939.
L B FOSTER COMPANY	27,363.	29,047.
LAM RESEARCH CORP	9,332.	10,725.
LAZARD EMERGING MARKETS EQUITY	94,837.	151,974.
LOOMIS SAYLES BOND FUND	310,299.	330,894.
MARKEL CORP	25,447.	26,825.
MARKET VECTORS VIETNAM ETF	29,213.	21,690.
MATSON INC	12,408.	12,345.
NAVIGATORS GROUP, INC.	45,159.	44,815.
NETSCOUT SYSTEMS, INC.	15,363.	20,293.
NOBLE CORPORATION	22,994.	20,790.
NORTHEAST UTIL	9,698.	10,920.
NORWEGIAN CRUISE LINE HOLDINGS	26,166.	27,430.
OAKMARK INTERNATIONAL FUND CL	200,000.	205,898.
OPPENHEIMER OPPENHEIMER ROCHES	207,134.	195,207.
OPPENHEIMER SNR FLOATING RAT	322,035.	322,333.
ORACLE CORP	19,495.	25,160.
ORBITAL SCIENCES CORP	14,388.	17,298.
PACCAR INC	10,870.	11,128.
PFIZER INC.	22,656.	41,756.
PICO HOLDINGS INC	33,795.	37,556.
PIMCO COMMODITY PL STRAT INS	168,380.	177,947.
PIMCO TOTAL RETURN FUND	306,125.	299,762.
PROCTER GAMBLE CO	19,401.	21,762.
QUALCOMM INC	11,889.	14,195.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
RYMAN HOSPITALITY PROPERTIES	23,400.	22,961.
SAPIENT CORPORATION	14,078.	14,672.
SCANSOURCE INC	16,029.	15,493.
SCHWAB US BROAD MARKET	582,447.	594,229.
SCHWEITZER MAUDIT	18,231.	15,758.
STEELPATH MLP ALPHA FUND CLASS	195,000.	207,942.
STEINER LEISURE LIMITED	23,501.	20,350.
STEWART INFORMATION SVCS CORP	38,431.	44,615.
SYNOPSYS, INC.	26,122.	29,384.
T ROWE PRICE INSTITUTIONAL LAR	227,710.	450,025.
TEMPLETON GLOBAL BD	305,048.	326,508.
TERADATA CORPORATION	12,561.	14,265.
THE BABCOCK AND WILCOX COMPANY	38,384.	40,172.
THE JENSEN PORTFOLIO INC CLASS	202,624.	306,929.
TORTOISE MLP FD INC	93,154.	93,485.
UMB SCOUT INTERNATIONAL	124,011.	186,723.
UNION PACIFIC	25,008.	28,149.
VECTOR GROUP LTD	20,029.	23,694.
VECTREN CORP	14,764.	16,544.
VERIZON COMMUNICATIONS	10,956.	10,703.
VIAD CORP	11,352.	11,299.
WASATCH SMALL CAP GROWTH	106,587.	130,563.
WHITE MTN INS LTD	53,999.	55,191.
WHITING PETROLEUM CORP	10,108.	11,796.
WILLIAM BLAIR MACRO ALLOCATION	192,420.	203,742.
WM. BLAIR FUNDS VALUE DISCOVER	92,679.	134,523.
WPX ENERGY INC	21,874.	20,013.
TOTALS	<u>7,214,293.</u>	<u>8,469,743.</u>

ATTACHMENT 7FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALLSTATE - 7.45% - 05/16/2019	16,138.	18,639.
AMERICAN EXPRESS CO - 7.000% -	15,716.	15,419.
AT&T INC GBL - 2.500% - 08/15	15,782.	15,379.
BANK NEW YORK MELLON - 1.969%	11,327.	11,205.
BANK OF AMERICA - 5.17% - 06/1	30,465.	44,315.
BANK OF NY - 4.95% - 03/15/201	14,282.	15,651.
BB&T CORPORATION SR NT - 5.700	10,977.	10,041.
BERKSHIRE HATHAWAY INC - 1.90%	11,343.	11,256.
BRAZOS STUDENT - 0.4826% - 06/	21,797.	22,216.
CENTERPOINT ENER - 5.17% - 08/	26,274.	25,158.
CONOCOPHILLIPS GTD - 4.600% -	13,529.	13,420.
FLORIDA POWER & LT NOTE-5.550%	25,525.	23,890.
GOLDMAN SACHS - 5.000% - 10/01	10,423.	10,230.
HONEYWELL INT - 5.3% - 03/01/2	4,600.	4,546.
IBM - 7.625% - 10/15/2018	12,909.	16,134.
JPMORGAN CHASE GBL SR NT - 5.2	8,679.	8,377.
KEY CORP STUDENT FLT - 1.409%	7,233.	8,713.
KIMBERLY CLARK NTS - 6.125% -	22,386.	23,158.
METLIFE INC NT- 5.000% - 06/1	9,782.	10,528.
NORTHERN TR - 3.375% - 08/23/	3,157.	3,104.
NRTHRN ST PWR MIN - 5.25% - 03	24,059.	24,821.
PECO ENERGY CO - 5.35% - 03/01	29,851.	33,936.
PEPSICO INC BOND 01.250% - 08/	16,031.	15,988.
PNC FDG CORP - 5.625% - 02/01/	13,125.	16,604.
PRUDENTIAL FINL - 5.100% - 09/	17,054.	17,370.
SUNTRUST BANKS - 6.00% - 09/11	15,016.	17,068.
TARGET CORP CPN - 5.375% - 05/	21,555.	22,455.
UNITED PARCEL SERVICE - 3.125%	18,321.	17,453.
UNITED TECHNOLOGY - 4.875% - 05	16,102.	16,716.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
US BANCORP - 03.442% - 02/01/	20,604.	20,878.
WALT DISNEY COMPANY - 1.350% -	14,944.	15,218.
WISC ELEC POWER NOTES - 6.250%	25,470.	22,899.
TOTALS	<u>524,456.</u>	<u>552,785.</u>

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

Kind of Property		Description				P or D	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)	
6,559,424.		PUBLICLY-TRADED SECURITIES 5,643,684.					915,740.	
TOTAL GAIN(LOSS)							<u>915,740.</u>	

Part VII-A, Line 3 (990-PF) - Changes To Bylaws Not Yet Reported

**RESTATED BY-LAWS
OF
LESLIE FUND, INC.
An Illinois Not-for-Profit Corporation**

ARTICLE I

Purposes

Leslie Fund, Inc. (the "Corporation") and all of its activities are to be operated and conducted in the promotion of its charitable objectives and purposes as specified in its Certificate of Incorporation; and in the conduct of its affairs, the management shall at all times be mindful of these charitable objectives and purposes.

In general, the purposes for which the Corporation is organized are charitable, religious, scientific, literary and educational, including the making of distributions to other organizations for such purposes, but only to the extent and in such manner that such purposes constitute exclusively charitable, religious, scientific, literary and educational purposes within the meaning of Section 501(c)(3) and also Sections 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (the "Code"), or the corresponding provisions of any subsequent federal tax law.

ARTICLE II

Board of Directors

Section 1. General Powers and Duties. The Board of Directors shall have full power to conduct, manage and direct the property, business and affairs of the Corporation, and otherwise exercise all powers of the Corporation, including to determine the application of the Corporation's funds for its stated charitable purposes. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. Number, Election and Term of Office. The number of directors of the Corporation shall be no less than three and no more than eight. Directors shall be elected by the Board of Directors at its annual meeting by a majority vote of the directors then in office, to hold office for a term of one year and until their successors shall have been elected and qualified, or until their death, resignation or removal. Directors may be reelected to successive terms.

Section 3. Qualification of Directors. Each director of the Corporation shall be a natural person of full age, but need not be a resident of the State of Illinois.

Section 4. Nomination of Directors. Candidates for directors shall be nominated by members of the Board of Directors, or by a nominating committee established by resolution

of the Board. Nominations shall be submitted in writing not less than five days prior to the meeting at which the election is to be held.

Section 5. Resignations. Any director may resign at any time by giving written notice (including facsimile and electronic transmission) to the Board of Directors, the President or the Secretary of the Corporation. Such resignation shall take effect upon delivery of the notice unless the notice specifies a future date; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal of Directors. One or more directors may be removed, with or without cause, by an affirmative vote of the majority of the remaining directors at the annual meeting, or at a special meeting of the Board of Directors called for that purpose. Written notice of such special meeting shall be delivered to directors entitled to vote on the removal of directors. Such notice shall state that a purpose of the special meeting is to vote upon the removal of one or more directors named in the notice, and only the named director or directors may be removed at such meeting.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors, or any directorship to be filled by reason of an increase in the number of directors, may be filled by the remaining directors then in office at the annual meeting, or at a special meeting of the Board of Directors called for that purpose. Each director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office.

Section 8. Annual Meetings. The annual meetings of the Board of Directors, beginning with the year 2013, shall be held on the second Wednesday in March, at such place and at such time as may be designated in the notice of the meetings. The date of an annual meeting, as designated in the notice of the meeting, may be changed if agreed to by all of the directors in office.

Section 9. Regular Meetings. The Board of Directors shall hold regular meetings at such place, either within or without the State of Illinois, and at such times as may be designated by resolution of the Board of Directors, without other notice than such resolution.

Section 10. Special Meetings. Special meetings of the Board of Directors may be held at any time on the call of the President or at the request in writing of a majority of the Board of Directors then in office. Special meetings of the Board of Directors may be held at such place, either within or without the State of Illinois, as shall be specified or fixed in the call for such meeting or notice thereof.

Section 11. Notice of Meetings. Notice of each annual meeting shall be delivered by or at the direction of the Secretary to each director at least five days before the day on which the meeting is to be held. Notice of each special meeting shall be delivered by or at the direction of the Secretary to each director at least three days before the day on which the meeting is to be held. Notice may be waived in writing by a director, either before or after the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where the director attends the meeting for the express purpose of objecting to the

transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 12. Quorum. The majority of the whole Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation of the Corporation or these By-laws. No director may vote by proxy.

Section 13. Participation at Meetings by Conference Telephone. Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 14. Informal Action. Any action required to or which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the directors. Any director may consent to any action to which his or her written consent is required, including proposals for grants, by use of facsimile machine, an electronic Foundation Source voting portal or other method of electronic signature, provided that such director shall, within fifteen days, cause such director's actual writing or the Foundation Source grant approval to be delivered to the Secretary of the Corporation.

ARTICLE III

Officers

Section 1. Designation, Election and Term of Office. The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers and assistant officers as the Board of Directors may authorize. All officers of the Corporation other than the Secretary must be a member of the Board of Directors; except that if the same person holds the office of Secretary and Treasurer, such person need not be a member of the Board of Directors. The officers shall be elected by the Board of Directors at its annual meeting, to hold office for one year and until their successors have been duly elected and qualified, or until their death, resignation or removal. Any two or more offices may be held by the same person, and all offices need not be filled.

Section 2. President. The President shall be chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors. The President shall have general and active management of the business of the Corporation, and he or she shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute the bonds, mortgages and other contracts of the Corporation. The President shall have general superintendence of all other officers of the Corporation and shall see that their duties are properly performed. The President shall from time to time report to the Board of Directors all

matters within his or her knowledge which the interests of the Corporation may require to be brought to their notice. The President shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 3. Vice President. The Vice President, or Vice Presidents, in the order of their seniority, shall have all the powers and perform all the duties of the President in the absence or incapacity of the President. They shall perform, also, such other duties as may be assigned to them from time to time by the Board of Directors.

Section 4. Secretary. The Secretary shall act as Secretary of the Board of Directors, shall give, or cause to be given, notice of all meetings of the Board of Directors, unless notice thereof be waived, shall supervise the custody of all records and reports and shall be responsible for the keeping and reporting of adequate records of all meetings of the Board of Directors. The Secretary shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 5. Treasurer. The Treasurer shall keep full and correct account of receipts and disbursements in the books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation, in such banks of deposit as may be designated by the Board of Directors. The Treasurer shall dispose of funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, whenever they may require it of him or her, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 6. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Removal. Any of the officers designated in Section 1 of this Article III may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby, by the vote of a majority of the directors present at any meeting, a quorum being present.

Section 8. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled by the Board of Directors at an annual or regular meeting or at a special meeting called for such purpose.

ARTICLE IV

Committees

Section 1. Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may create one or more committees and appoint directors or

other such persons as the Board of Directors designates to serve on the committee or committees. Each committee shall have two or more directors, a majority of its membership shall be directors and all committee members shall serve at the pleasure of the Board of Directors. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that a committee may not:

(a) Adopt a plan for the distribution of the assets of the Corporation, or for dissolution;

(b) Fill vacancies on the Board of Directors or on any committees designated by the Board of Directors;

(c) Elect, appoint or remove any officer or director or member of any committee, or fix the compensation of any member of a committee;

(d) Adopt, amend or repeal the By-laws or the Articles of Incorporation of the Corporation;

(e) Adopt a plan of merger or adopt a plan of consolidation with another corporation;

(f) Authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; or

(g) Amend, alter, repeal or take any action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a committee.

Section 2. Quorum. Unless the appointment by the Board of Directors requires a greater number, a majority of any committee shall constitute a quorum for committee action at any meeting of the committee, and the act of a majority of committee members present and voting at a meeting at which a quorum is present shall be the act of the committee.

Section 3. Participation at Meetings by Conference Telephone. Committee members may participate in and act at any committee meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 4. Meetings of Committees. Subject to action by the Board of Directors, each committee by majority vote of its committee members shall determine the time and place of meetings and the notice required therefor.

Section 5. Informal Action. Any action required to or which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the committee members. Any committee member may

consent to any action to which his or her written consent is required, including proposals for grants, by use of facsimile machine, an electronic Foundation Source voting portal or other method of electronic signature, provided that such committee member shall, within fifteen days, cause such member's actual writing or the Foundation Source grant approval to be delivered to the Secretary of the Corporation.

Section 6. Other Bodies. The Board of Directors may create and appoint persons to a commission, advisory body or other such body which may or may not have directors as members. Any such commission, advisory body or other body may not act on behalf of the Corporation or bind the Corporation to any action but may make recommendations to the Board of Directors or to the officers of the Corporation.

ARTICLE V

Miscellaneous Provisions

Section 1. Indemnification of Directors, Officers, Committee Members, Employees and Agents; Insurance.

(a) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, committee member, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, committee member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) The Corporation shall indemnify any person who is or was a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, committee member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, committee member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such

action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

(c) To the extent that a director, officer, committee member, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in paragraph (a) or paragraph (b) of this Section 1 or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(d) Any indemnification under paragraph (a) or paragraph (b) of this Section 1 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, committee member, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraph (a) or paragraph (b) of this Section 1. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, committee member, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified as authorized in this Section 1.

(f) The indemnification provided by this Section 1 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director,

officer, committee member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Section.

(h) In connection with the defense of a judicial proceeding under Chapter 42 of the Code of 1986, no person shall under any circumstances be indemnified for taxes, penalties or expenses of correction, and further, no person shall be indemnified for other expenses in connection with such judicial proceedings unless: (i) such other expenses are reasonably incurred by such person in connection with such proceeding; (ii) he or she is successful in such defense, or such proceeding is terminated by settlement and he or she has not acted willfully or without reasonable cause with respect to the act or failure to act which led to liability for tax under said Chapter 42. Notwithstanding the foregoing, the Corporation shall not indemnify any director, officer, committee member, employee or agent of the Corporation if such indemnification shall constitute an act of self-dealing under Section 4941 of the Code.

(i) If the Corporation has paid indemnity or has advanced expenses under this Section 1 to a director, officer, committee member, employee or agent, the Corporation shall report the indemnification or advance in writing to the Board of Directors with or before the notice of the next meeting of the Board of Directors.

(j) For purposes of this Section 1, references to the "Corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, committee members, employees or agents, so that any person who was a director, officer, committee member, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, committee member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Section 1 with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

(k) For purposes of this Section 1, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, committee member, employee or agent of the Corporation which imposes duties on, or involves services by such director, officer, committee member, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participant and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in

this Section.

Section 2. Principal Office. The Corporation shall have and continuously maintain a registered office and agent in the State of Illinois as determined by the Board of Directors from time to time. The registered office may, but need not, be identical with the principal office of the Corporation. The principal office of the Corporation shall be located at 7220 Woodlawn Avenue N.E., Seattle, Washington 98115. The registered agent of the Corporation is Judith W. McCue. The registered office of the Corporation is 227 West Monroe Street, Suite 5800, Chicago, Illinois 60606.

Section 3. Depositories. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may designate.

Section 4. Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 5. Delivery of Notice. Any notices required to be delivered pursuant to these By-laws shall be deemed to be delivered when transferred or presented in person or deposited in the United States mail addressed to the person at his, her or its address as it appears on the records of the Corporation, with sufficient first-class postage prepaid thereon.

Section 6. Loans. In no event shall any loans be made by the Corporation to its directors or officers.

Section 7. Leases. No leases of land, buildings or equipment, whether written or oral, shall be made on behalf of the Corporation, either as lessor or lessee, unless expressly and specifically authorized by the Board of Directors.

Section 8. Contracts. The Board of Directors may authorize any one or more officers of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. In the absence of special authority by the Board of Directors all contracts or other instruments shall be signed by the President or a Vice President of the Corporation and attested by the Secretary under the seal of the Corporation.

Section 9. Books, Records and Minutes. The Corporation shall keep correct and complete books and records of accounts in accordance with generally accepted accounting principles; shall keep minutes of the proceedings of its Board of Directors and committees; and shall keep a record of the names and addresses of directors. All such books, records and minutes shall be kept at the registered or principal office of the Corporation, or as the Secretary may

otherwise decide. All such books, records and minutes of the Corporation may be inspected by any director or director's agent or attorney for any proper purpose at any reasonable time.

Section 10. Gifts. The President, Treasurer or the Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 11. No Members. The Corporation shall have no members.

Section 12. Seal. The Board of Directors shall adopt a corporate seal for the Corporation.

Section 13. Compensation. Directors and officers may receive compensation for their services as such as determined from time to time by the Board of Directors and may be reimbursed for reasonable costs incurred in the performance of their duties on behalf of the Corporation.

Section 14. Restrictions. No contribution, donation, expenditure or payment shall be made to any corporation, trust fund, foundation or otherwise which is inconsistent with, or contrary to, or not clearly within the objects and such purposes of the Corporation as set forth in its Articles of Incorporation and these By-laws. The Corporation shall not jeopardize its status as an organization exempt from federal income tax and an organization contributions to which are deductible for federal income, estate and gift tax purposes by engaging in business, or in transactions or dealings with officers or directors, or by accumulating earnings or income to an unreasonable extent. The statement of purposes of the Corporation shall not be construed so as to permit it to engage in carrying on propaganda, or otherwise attempting, to influence legislation or to participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

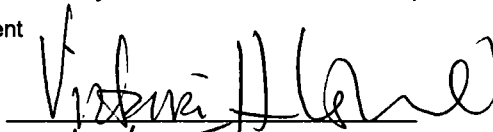
Section 15. Method of Amendment. These By-laws may be altered, amended or repealed, and new and other By-laws may be made and adopted at any annual meeting of the Board of Directors, or at any special meeting of the Board of Directors called for that purpose by a majority vote of the directors then holding office; except that no amendment shall in any case enlarge the purposes of the Corporation or its objects as to assets of the Corporation on hand at the time of such change, or as to the income from such assets.

Leslie Fund, Inc.
EIN: 36-6055800

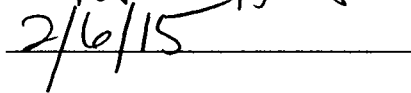
990-PF Part VII-A, Line 3 – Declaration Regarding Amended Bylaws

I, Victoria Leslie, President of Leslie Fund, Inc. (the "Foundation"), hereby declare that I am an authorized officer of the Foundation, and I certify that the conformed copy of the Foundation's amended bylaws attached hereto is a complete and accurate copy of the original document

Signed:

A handwritten signature in black ink, appearing to read "Victoria Leslie", written over a horizontal line.

Date:

A handwritten date "2/6/15" in black ink, written over a horizontal line.

LESLIE FUND, INC.

36-6055800

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

ATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>
JAMES W LESLIE FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	VP / DIR / SEC 1.00
VICTORIA H LESLIE FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	PRES / DIR / TREAS 1.00
JUDITH W MCCUE* FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	DIR 1.00

*JUDITH W MCCUE, DIRECTOR OF THE LESLIE FUND INC, (THE "FOUNDATION"), IS AN ATTORNEY AT THE LAW FIRM THAT PROVIDES LEGAL SERVICES TO THE FOUNDATION. SUCH LAW FIRM IS NOT A DISQUALIFIED PERSON IN REPECT TO THE FOUNDATION. IN THE TAXABLE YEAR ENDING MARCH 31, 2014, THE FOUNDATION PAID \$8,474 FOR LEGAL SERVICES RENDERED BY THIS LAW FIRM AS REPORTED IN PART 1, LINE 16A.

Part XIII, Line 4b (990-PF) – Election

Pursuant to IRC Section 4942(h)(2) and Treasury Regulation 53.4942(a)-3(d)(2), Leslie Fund, Inc. hereby elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of the undistributed income from a prior tax year as follows:

<u>Tax Year Ending</u>	<u>Amount</u>
03/31/2013	\$30,124

Date:

By:

Name:

Title:

12/6/15
Victor H. Leslie
Victor H. Leslie
President

LESLIE FUND, INC

36-6055800

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AFRICAN WILDLIFE FOUNDATION 1400 16TH ST NW STE 120 WASHINGTON, DC 20036	N/A PC		GENERAL & UNRESTRICTED	25,000
ALZHEIMERS DISEASE AND RELATED DISORDERS ASSN 100 W HARRISON ST - N TOWER STE SEATTLE, WA 98119	N/A PC		GENERAL & UNRESTRICTED	10,000
CHICAGO SYMPHONY ORCHESTRA 220 S MICHIGAN AVE CHICAGO, IL 60604	N/A PC		CITIZEN MUSICIAN INITIATIVE	9,300
CHICAGO SYMPHONY ORCHESTRA 220 S MICHIGAN AVE CHICAGO, IL 60604	N/A PC		STIPEND FOR THREE MUSICIANS AT THE CIVIC ORCHESTRA OF CHICAGO	20,700
CHILDHAVEN 316 BROADWAY SEATTLE, WA 98122	N/A PC		GENERAL & UNRESTRICTED	2,000
CIVITAS ENSEMBLE PO BOX 60921 CHICAGO, IL 60660	N/A PC		GENERAL & UNRESTRICTED	5,000

ATTACHMENT 9

LESLIE FUND, INC

36-6055800

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
DAWN - DOMESTIC ABUSE WOMENS NETWORK PO BOX 88007 TUKWILA, WA 98138	N/A PC		GENERAL & UNRESTRICTED	3,000
EARTHJUSTICE 50 CALIFORNIA ST, SAN FRANCISCO, CA 94111	N/A PC		GENERAL & UNRESTRICTED	3,000
FIRST PLACE PO BOX 22536 SEATTLE, WA 98122	N/A PC		GENERAL & UNRESTRICTED	1,000
INFANT WELFARE SOCIETY OF CHICAGO 3600 W FULLERTON AVE CHICAGO, IL 60647	N/A PC		GENERAL & UNRESTRICTED	5,000
KUOW-PUGET SOUND PUBLIC RADIO 4518 UNIVERSITY WAY NE NO 310 SEATTLE, WA 98105	N/A PC		GENERAL & UNRESTRICTED	3,000
LYRIC OPERA OF CHICAGO 20 N WACKER DR CHICAGO, IL 60606	N/A PC		RYAN OPERA CENTER LAUNCHPAD PROJECT	5,000

LESLIE FUND, INC

36-6055800

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
NEW ORLEANS JAZZ & HERITAGE FOUNDATION INC 1205 N RAMPART ST NEW ORLEANS, LA 70116	N/A	PC	GENERAL & UNRESTRICTED	15,000
NORTH SHORE COUNTRY DAY SCHOOL 310 GREEN BAY RD WINNETKA, IL 60093	N/A	PC	GENERAL & UNRESTRICTED	2,500
NORTHWEST HARVEST E M M PO BOX 12272 SEATTLE, WA 98102	N/A	PC	GENERAL & UNRESTRICTED	2,500
NORTHWEST SCHOOL OF THE ARTS HUMANITIES & ENVRMT 1415 SUMMIT AVE SEATTLE, WA 98122	N/A	PC	TRAUSSIG/RAYMOND FINANCIAL AID ENDORWMENT FUND	20,000.
NORTHWEST SCHOOL OF THE ARTS HUMANITIES & ENVRMT 1415 SUMMIT AVE SEATTLE, WA 98122	N/A	PC	CAPITAL CAMPAIGN	100,000
NORTHWEST SCHOOL OF THE ARTS HUMANITIES & ENVRMT 1415 SUMMIT AVE SEATTLE, WA 98122	N/A	PC	THE NORTHWEST SCHOOL'S CAPITAL CAMPAIGN	100,000.

LESLIE FUND, INC

36-6055800

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OREGON FOOD BANK INC PO BOX 55370 PORTLAND, OR 97238	N/A PC		SAFeway WATERFRONT BLUES FESTIVAL	2,500
PACIFIC LUTHERAN UNIVERSITY, KPLU RADIO DIVISION 2601 4TH AVE, STE 150 SEATTLE, WA 98121	N/A PC		GENERAL & UNRESTRICTED	1,500
PACIFIC NORTHWEST BALLET ASSOCIATION 301 MERCER ST SEATTLE, WA 98109	N/A PC		GENERAL & UNRESTRICTED	10,000
PEOPLES MUSIC SCHOOL INC 931 W EASTWOOD AVE CHICAGO, IL 60640	N/A PC		YOUTH ORCHESTRA PROGRAMS	5,000
PITZER COLLEGE 1010 S MILLS AVE CLAREMONT, CA 91711	N/A PC		ANNUAL FUND	10,000
PLANNED PARENTHOOD OF ILLINOIS 18 S MICHIGAN AVE 6TH FLR CHICAGO, IL 60603	N/A PC		GENERAL & UNRESTRICTED	10,000

LESLIE FUND, INC

36-6055800

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
PLANNED PARENTHOOD OF THE GREAT NORTHWEST 2001 E MADISON ST SEATTLE, WA 98122	N/A	PC	GENERAL & UNRESTRICTED	10,000
REGENTS OF THE UNIVERSITY OF MICHIGAN 3003 S STATE ST G395 ANN ARBOR, MI 48109	N/A	PC	ANNE B YOUNG COLLEGIATE PROFESSORSHIP IN NEUROLOGY FUND	20,000
REGENTS OF THE UNIVERSITY OF MICHIGAN 3003 S STATE ST G395 ANN ARBOR, MI 48109	N/A	PC	ANNE B YOUNG COLLEGIATE PROFESSORSHIP IN NEUROLOGY FUND	20,000
RICHARD HUGO HOUSE 1634 11TH AVE SEATTLE, WA 98122	N/A	PC	GENERAL & UNRESTRICTED	2,500
SAN JUAN PRESERVATION TRUST PO BOX 327 LOPEZ ISLAND, WA 98261	N/A	PC	GENERAL & UNRESTRICTED	500
SEATTLE ART MUSEUM 1300 1ST AVE SEATTLE, WA 98101	N/A	PC	GENERAL & UNRESTRICTED	5,000

LESLIE FUND, INC

36-6055800

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
THE NATURE CONSERVANCY OF WASHINGTON 1917 1ST AVE SEATTLE, WA 98101	N/A PC		GENERAL & UNRESTRICTED	5,000.
WASHINGTON WOMENS FOUNDATION 2100 24TH AVE S STE 330 SEATTLE, WA 98144	N/A PC		GENERAL & UNRESTRICTED	6,000
WINDOW TO THE WORLD COMMUNICATIONS INC 5400 N ST LOUIS AVE CHICAGO, IL 60625	N/A PC		IN SUPPORT OF WFMT AND THE "EXPLORING MUSIC WITH BILL MCGLAUGHLIN" PROGRAM	5,000
YOUTH CARE 2500 NE 54TH ST SEATTLE, WA 98105	N/A PC		GENERAL & UNRESTRICTED	3,000
TOTAL CONTRIBUTIONS PAID				<u>448,000</u>