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

2013

Department of the Treasury
Internal Revenue Service

- 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.

For calendar year 2013, or tax year beginning Jul 1, 2013, and ending Jun 30, 2014

Name of foundation STEPHEN & MAY C. LEEMAN FOUNDATION		A Employer identification number 23-7057183
Number and street (or P O box number if mail is not delivered to street address) 215 W 92ND STREET	Room/suite 13A	B Telephone number (see the instructions) (212) 873-5555
City or town, state or province, country, and ZIP or foreign postal code NEW YORK NY 10025		C If exemption application is pending, check here. ☐
G Check all that apply. ☐ Initial return ☐ Final return ☐ Address change ☐ Initial Return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 2,159,741.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

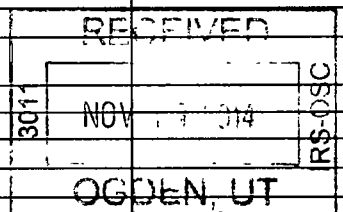
Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (att sch) . . .				
2 Ck ☒ If the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	1,342.	1,342.		
4 Dividends and interest from securities	72,444.	72,444.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	58,711.	L-6a Stmt		
b Gross sales price for all assets on line 6a	427,947.			
7 Capital gain net income (from Part IV, line 2)		58,711.		
8 Net short-term capital gain			7,619.	
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)				
12 Total. Add lines 1 through 11.	132,497.	132,497.	7,619.	
13 Compensation of officers, directors, trustees, etc	38,570.	9,643.		28,927.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule). L-16a Stmt.	2,166.			2,166.
b Accounting fees (attach sch). L-16b Stmt.	2,950.	738.		2,212.
c Other prof fees (attach sch) . L-16c Stmt.	400.	100.		300.
17 Interest				
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	3,658.	815.		2,443.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	3,998.			3,998.
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	3,699.	2,708.		731.
24 Total operating and administrative expenses. Add lines 13 through 23	55,441.	14,004.		40,777.
25 Contributions, gifts, grants paid	142,890.			142,890.
26 Total expenses and disbursements. Add lines 24 and 25	198,331.	14,004.		183,667.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-65,834.			
b Net investment income (if negative, enter -0-)		118,493.		
c Adjusted net income (if negative, enter -0-)			7,619.	

REVENUE NOV 26 2014

ADMINISTRATIVE AND EXPENSES



20 P

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
A S S E T S	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	99,556.	119,344.	119,344.
	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)	1,599,707.	1,490,940.	2,015,441.
	c Investments — corporate bonds (attach schedule)		25,000.	24,956.
	L I A B I L I T I E S	11 Investments — land, buildings, and equipment: basis ▶ 14,585.		
Less: accumulated depreciation (attach schedule) ▶ 14,585.			0.	0.
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).		1,699,263.	1,635,284.	2,159,741.
17 Accounts payable and accrued expenses		937.	2,792.	
18 Grants payable				
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)	937.	2,792.		
N E T A S S E T S F U N D B A L A N C E S	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	1,698,326.	1,632,492.	
	30 Total net assets or fund balances (see instructions)	1,698,326.	1,632,492.	
31 Total liabilities and net assets/fund balances (see instructions)	1,699,263.	1,635,284.		

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	1,698,326.
2 Enter amount from Part I, line 27a	2	-65,834.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,632,492.
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	1,632,492.

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 PER SCHEDULE ATTACHED - MERRILL LYNCH		P	Various	12/31/13
b PER SCHEDULE ATTACHED - VANGUARD		P	Various	12/31/13
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 165,003.		143,931.	21,072.
b 262,944.		225,305.	37,639.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) 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.	21,072.
b 0.	0.	0.	37,639.
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	58,711.
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	7,619.

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	181,979.	1,951,883.	0.093233
2011	176,702.	1,890,167.	0.093485
2010	158,929.	1,874,278.	0.084795
2009	157,157.	1,908,245.	0.082357
2008	138,629.	1,965,592.	0.070528

2 Total of line 1, column (d)	2	0.424398
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	0.084880
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,089,591.
5 Multiply line 4 by line 3	5	177,364.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,185.
7 Add lines 5 and 6	7	178,549.
8 Enter qualifying distributions from Part XII, line 4	8	183,667.

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 ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,185.
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	1,185.
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	1,185.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	679.	
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	679.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	506.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	0.	Refunded	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?	1 a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b	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?	1 c	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	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4 a	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4 b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XIV.	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY — New York		
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	8 b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	10	X

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Part VII-A Statements Regarding Activities (continued)

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? Website address <u>www.leemanfoundation.org</u>	13	X	
14	The books are in care of <u>DR. CAVIN LEEMAN</u> Telephone no. <u>(212) 873-5555</u> Located at <u>215 W 92ND STREET #13A</u> <u>NEW YORK, NY</u> ZIP + 4 <u>10025</u>			
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 <u>15</u>			
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 <u></u>			

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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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? ☐ Yes ☒ No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u> .		
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u> .		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?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).

6 a 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?

If 'Yes' to 6b, file Form 8870.

7 a 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?

7 b

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
DR. CAVIN LEEMAN 215 W 92ND ST. NYC NY 10025	PRES/TREAS 20.00	38,570.	0.	0.
DIANE ZIMMERMAN 215 W 92ND ST. NYC NY 10025	V. PRES/SEC	0.	0.	0.
GINA TRENT 270 FIFTH ST. BKLYN NY	DIRECTOR	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 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	2,039,802.
b	Average of monthly cash balances	1 b	81,610.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	2,121,412.
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	2,121,412.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	31,821.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,089,591.
6	Minimum investment return. Enter 5% of line 5	6	104,480.

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	104,480.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	1,185.
b	Income tax for 2013. (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	1,185.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	103,295.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	103,295.
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	103,295.

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	183,667.
b	Program-related investments — total from Part IX-B.	1 b	
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	183,667.
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	1,185.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	182,482.

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				103,295.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008	138,991.			
b From 2009	59,516.			
c From 2010	68,301.			
d From 2011	83,476.			
e From 2012	85,505.			
f Total of lines 3a through e	435,789.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 183,667.				
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				103,295.
e Remaining amount distributed out of corpus	80,372.			
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.	516,161.			
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.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	138,991.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	377,170.			
10 Analysis of line 9				
a Excess from 2009	59,516.			
b Excess from 2010	68,301.			
c Excess from 2011	83,476.			
d Excess from 2012	85,505.			
e Excess from 2013	80,372.			

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) ☐ 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	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a 'Assets' alternative test — enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c 'Support' alternative test — enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

STEPHEN & MAY CAVIN LEEMAN FOUNDATION ATT: DR. CAVIN LEEMAN
215 W 92ND STREET APT 13A
NEW YORK NY 10025 (212) 873-5555

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

PRELIMINARY LETTER OF INTEREST INDICATING OBJECTIVES AND REQUIREMENTS

c Any submission deadlines:

NONE

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

GRANTS ARE NOT AWARDED TO INDIVIDUALS

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE SCHEDULE ATTACHED		-	-	142,890.
Total			3 a	142,890.
b Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

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) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a	N/A					
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies . . .					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
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 . . .					0.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . . .					
11	Other revenue:					
a	N/A					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)					0.
13	Total. Add line 12, columns (b), (d), and (e)					0.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
PAYROLL TAXES	3,258.	815.		2,443.
EXCISE TAXES	400.			
Total	3,658.	815.		2,443.

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
FILING FEES	260.			
INVEST MGT FEES	2,464.	2,464.		
OFFICE & STORAGE EXPENSE	975.	244.		731.
Total	3,699.	2,708.		731.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DAVIDSON, DAWSON & CLARKE	LEGAL	2,166.			2,166.
Total		2,166.			2,166.

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
SCHWARTZMAN	ACCOUNTING	2,950.	738.		2,212.
Total		2,950.	738.		2,212.

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
GINA HOLLAND WALDO	CONSULTING AND ADMINISTRATION	400.	100.		300.
Total		400.	100.		300.

STEPHEN & MAY CAVIN LEEMAN FOUNDATION, INC.

GRANTS MADE: 2013-2014

Andrew Glover Youth Program, Inc. 100 Centre St., New York, NY 10013	\$ 15,000	youthful offenders
Association to Benefit Children 419 East 86 th St., New York, NY 10028	15,000	child mental health program
Ballet Tech Foundation 890 Broadway, New York, NY 10003	10,000	Ballet Tech School
Bellevue/NYU Program for Survivors of Torture NYU School of Medicine, New York, NY 10016	15,000	mental health services
Breakthrough New York 540 East 76 th St., New York, NY 10021	2,500	educational enrichment
Center for Community Alternatives 25 Chapel St., Brooklyn, NY 11201	500	parent advocacy project for juvenile-justice-involved youths
Children of Promise, NYC 600 Lafayette Ave, Brooklyn, NY 11216	6,000	therapeutic activities for children of incarcerated parents
Children's Health Fund 215 West 125 th St., New York, NY 10027	500	health care for needy NYC children
Correctional Association of New York 2090 Adam Clayton Powell Jr. Blvd., New York, NY 10027	500	reform of juvenile justice system
Fresh Youth Initiatives 505 West 171 st St., New York, NY 10032	15,000	community service education
Friends of the Children New York 204A West 115 th St., New York, NY 10026	15,395	child mental health and social work support services
The GO Project 86 Fourth Ave., New York, NY 10003	15,395	remedial education program
Hour Children 36-11 Twelfth St., Long Island City, NY 11106	500	nursery program and teens' programs in women's prisons
Legal Outreach 36-14 35 th St., Long Island City, NY 11106	15,000	educational enrichment
New York Juvenile Justice Initiative at Philanthropy New York 79 Fifth Ave., New York, NY 10003	600	reform of juvenile justice system
North East Community Center 51 South Center St., Millerton, NY 12546	1,000	social services
The Teak Fellowship 16 West 22 nd St., New York, NY 10010	15,000	educational enrichment
TOTAL	\$ 142,890	

The Stephen and May Cavin Leeman Foundation, Inc.
Form 990PF
Fiscal Year ended June 30, 2014

ID # 23-7057183

Investments - Part II

<u>Line 10 B - Equity Investments</u>	<u>Date Acquired</u>	<u># Shares</u>	<u>Cost</u>	<u>Market Value</u>
<u>Investments in Mutual Funds</u>				
ASA LTD	9/3/09	450	10,870	6,592
Jennison Health Sciences FD CI B	7/27/05	559	12,110	25,177
John Hancock Disciplined Value Mid Cap	1/29/14	2200	39,000	41,393
Blackrock Global Allocation Fd A	9/18/03	2074	32,828	45,836
Blackrock Equity Div Fd A	7/27/05	2849	45,012	72,028
Van Eck Global Hard Assets Fd CL C	10/1/07	300	14,583	14,597
Ivy Intl Core Equity FD	4/27/11	2595	41,979	47,686
Jennison Natural Resources FD CI B	5/13/08	279	12,393	13,439
MFS Total Return Fd CI B	1/29/14	2715	46,848	49,773
SUB-TOTAL			<u>255,623</u>	<u>316,521</u>
<u>Pershing Securities</u>			<u>157,824</u>	<u>197,067</u>
<u>Vanguard Securities</u>				
Vanguard Intermediate Term Inv Fd		10383	95,712	103,212
Vanguard Hi Yield Corp Adm Fund		17164	101,911	105,731
Vanguard Short-term Investment Grade		6302	67,789	67,873
Vanguard Dividend Growth Fund		8640	121,277	190,848
Vanguard FTSE Social Index Fd		8443	62,646	104,783
Vanguard Capital Opportunity Fd		1410	80,469	165,026
Vanguard Health Care Fund		1226	62,235	106,199
Vanguard Select Value Fd		3678	63,550	111,744
Vanguard International Growth Adm Fund		1088	59,166	82,700
Vanguard Windsor II Fd		1256	65,730	87,198
SUB-TOTAL			<u>780,485</u>	<u>1,125,314</u>
<u>Total Investments in Mutual Funds</u>			<u>1,193,932</u>	<u>1,638,902</u>

The Stephen and May Cavin Leeman Foundation, Inc.
Form 990PF
Fiscal Year ended June 30, 2014

ID # 23-7057183

	Date Acquired	# Shares	Cost	Market Value
<u>Investments in Equity Securities</u>				
Asia Pulp & Paper	11/12/97	100000	3,503	0
AT & T Inc.	05/16/11	400	12,807	14,144
AES Trust III Pfd	08/14/07	200	9,750	10,368
AES Trust III Pfd	01/04/08	100	4,821	5,184
Aqua America	02/06/03	625	6,105	16,388
Apple Inc.	04/16/13	140	8,631	13,010
Buckeye Parters LP	09/14/12	200	10,335	16,612
Bunge Limited	06/22/11	200	13,349	15,128
Bank of Nova Scotia	10/24/13	200	12,157	13,320
BPH Billiton Ltd	02/12/10	130	9,451	8,899
Centurylink Inc.	05/16/11	300	12,785	10,860
ConocoPhillips	08/30/06	100	5,027	8,619
Chevron Corp	12/30/02	130	6,875	16,971
Consolidated Comm Hldgs	06/22/11	500	9,184	11,120
Coca Cola Com	06/22/11	400	13,335	16,944
Deere Co	05/16/11	100	8,914	9,055
EAFE Setup SS BAC	01/25/13	1000	10,000	12,210
Energy Transfer Ptnrs LP	07/17/12	300	14,876	17,391
GEB LEV Setup ISS BAC	01/31/14	2000	20,000	20,900
Glaxosmithkline PLC	04/21/11	100	4,149	5,348
Intel Corp	04/09/12	200	5,689	6,180
Novartis ADR	06/23/11	200	11,950	18,106
Procter & Gamble Co.	10/18/10	100	6,427	7,859
QualComm Inc.	06/22/11	200	10,851	15,840
Schlumberger Ltd	04/08/10	100	6,700	11,795
Southern Copper Corp	10/13/10	202	7,592	6,135
Spectra Energy	07/21/04	400	9,463	16,992
Seadrill Ltd.	05/16/11	300	10,043	11,985
Teva Pharmaceutical	06/17/10	200	10,573	10,484
Verizon Communications	12/30/02	304	10,417	14,892
Weatherford Intl Ltd	05/16/11	600	11,249	13,800
SUB-TOTAL			297,008	376,539
<u>TOTAL INVESTMENTS IN MUTUAL FUNDS AND EQUITY SECURITIES</u>			<u>1,490,940</u>	<u>2,015,441</u>
<u>Investments in Corporate Bonds</u>				
General Electric Cap Corp	04/07/14	25000	25,000	24,956

Stephen & May Cavin Leeman Foundation, Inc.

Year Ended June 30, 2014

Form 990-PF

Page 3 Part IV

Capital Gains and Losses For Tax on Investment Income

	Gross Sales Price	Cost	Long-Term Gains (losses)	Short-Term Gains (losses)
Merrill Lynch Portfolio	\$165,003	143,931	\$20,981	\$91
Vanguard Portfolio	262,944	225,305	30,111	7,528
	<u>\$427,947</u>	<u>\$369,236</u>	<u>\$51,092</u>	<u>\$7,619</u>

Note: Transaction detail will be provided upon request

The Stephen and May Cavin Leeman Foundation, Inc.
Form 990PF
Fiscal Year ended June 30, 2014

ID # 23-7057183

Part X - Average Monthly Fair Value of
Securities and Other Assets

Cash Balances
July 1, 2013- June 30, 2014

	Merrill Lynch 04c21	Vanguard	Pershing	Merrill Lynch 04c21	
July 2013	679,455			37,956	
August	670,198			39,104	
September	688,111	1,154,081	190,115	40,827	
October	700,847			32,066	
November	700,795			28,307	
December	709,060	1,176,284	187,527	32,709	
January 31, 2014	675,891			24,427	
February	698,387			38,488	
March	702,358	1,136,719	196,606	49,728	
April	708,072			18,398	
May	719,397			19,423	
June 30, 2014	735,907	1,125,315	197,067	17,891	
	<u>8,388,476</u>	<u>4,592,399</u>	<u>771,315</u>	<u>379,324</u>	
* estimate					
	<u>/12Months</u>	<u>/4 Quarters</u>	<u>/4 Quarters</u>	<u>/12Months</u>	
	<u>698,873</u>	<u>1,148,100</u>	<u>192,829</u>	<u>31,610</u>	
		Totals	<u>2,039,802</u>	Other cash accounts	<u>31,610</u>
					<u>50,000</u>
					<u>81,610</u>