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EXTENDED TO NOVEMBER 16, 2015

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.

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

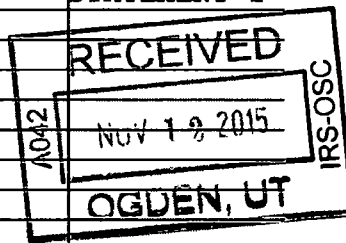
Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation LEO MODEL FOUNDATION, INC		A Employer identification number 23-7084119						
Number and street (or P.O. box number if mail is not delivered to street address) C/O DR. PETER MODEL; 500 EAST 63RD ST		B Telephone number 215-546-8058						
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10065		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 46,741,820.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		5,117.	5,103.		STATEMENT 1
4 Dividends and interest from securities		475,502.	393,906.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,139,667.			
b Gross sales price for all assets on line 6a		5,761,456.			
7 Capital gain net income (from Part IV, line 2)			1,139,667.		
8 Net short-term capital gain				N/A	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,815,062.	1,653,468.	0.	STATEMENT 3
12 Total. Add lines 1 through 11		3,435,348.	3,192,144.	0.	
13 Compensation of officers, directors, trustees, etc.		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		8,950.	0.	0.	5,600.
c Other professional fees STMT 5		6,432.	3,794.	0.	2,639.
17 Interest					
18 Taxes STMT 6		37,732.	232.	0.	0.
19 Depreciation and depletion					
20 Occupancy		3,446.	1,822.	0.	1,624.
21 Travel, conferences, and meetings		4,467.	0.	0.	4,467.
22 Printing and publications					
23 Other expenses STMT 7		144,520.	69,913.	0.	70,001.
24 Total operating and administrative expenses. Add lines 13 through 23		205,547.	75,761.	0.	84,331.
25 Contributions, gifts, grants paid		2,519,206.			2,519,206.
26 Total expenses and disbursements. Add lines 24 and 25		2,724,753.	75,761.	0.	2,603,537.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		710,595.			
b Net investment income (if negative, enter -0-)			3,116,383.		
c Adjusted net income (if negative, enter -0-)				0.	



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636

Part II Balance Sheets		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	44,268.	162,001.	166,609.	
	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				
	7 Other notes and loans receivable ▶				
	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 STMT 10	3,575,919.	3,176,905.	3,160,524.	
	b Investments - corporate stock STMT 11	15,556,927.	15,755,982.	23,447,440.	
	c Investments - corporate bonds				
	Liabilities	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 12		19,321,723.	20,240,736.	19,967,247.	
14 Land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶)		102,948.	0.	0.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		38,601,785.	39,335,624.	46,741,820.	
17 Accounts payable and accrued expenses					
18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	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 and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	38,601,785.	39,335,624.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	38,601,785.	39,335,624.			
31 Total liabilities and net assets/fund balances	38,601,785.	39,335,624.			

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	38,601,785.
2 Enter amount from Part I, line 27a	2	710,595.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	31,281.
4 Add lines 1, 2, and 3	4	39,343,661.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	8,037.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	39,335,624.

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 HAWTHORN - SEE ATTACHED STATEMENT	P	VARIOUS	12/31/14
b HAWTHORN - SEE ATTACHED STATEMENT	P	VARIOUS	12/31/14
c CAPITAL GAINS DIVIDENDS			
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 601,315.		548,897.	52,418.
b 5,106,403.		4,072,892.	1,033,511.
c 53,738.			53,738.
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			52,418.
b			1,033,511.
c			53,738.
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 <div style="float: right;">1,139,667.</div> </div> </div>
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). If (loss), enter -0- in Part I, line 8	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 3 <div style="float: right;">52,418.</div> </div> </div>

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))
2013	2,245,867.	44,841,984.	.050084
2012	2,326,531.	42,908,489.	.054221
2011	2,455,764.	43,685,994.	.056214
2010	2,078,918.	42,090,284.	.049392
2009	2,308,738.	37,020,766.	.062363

2 Total of line 1, column (d)	2	.272274
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	.054455
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	47,230,999.
5 Multiply line 4 by line 3	5	2,571,964.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	31,164.
7 Add lines 5 and 6	7	2,603,128.
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	2,603,537.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	31,164.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	31,164.
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	31,164.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 47,115.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 5,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	52,115.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	61.
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	20,890.
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 20,890. Refunded <input type="checkbox"/> 0.		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (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

Form 990-PF (2014)

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>N/A</u>	13	X	
14	The books are in care of ► <u>ALLEN MODEL</u> Telephone no. ► <u>215-546-8058</u> Located at ► <u>1500 WALNUT ST., STE. 1300, PHILADELPHIA, PA</u> ZIP+4 ► <u>19102</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> <u>N/A</u>			
16	At any time during calendar year 2014, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

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)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> <input type="checkbox"/>	1b	
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
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.) <u>N/A</u>	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. ►		
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 2014 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 2014.) <u>N/A</u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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 2014?	4b	X

Form 990-PF (2014)

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 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

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

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

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? 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 **N/A** 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.

(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
SEE STATEMENT 13		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

0

Form 990-PF (2014)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
VERITABLE L.P. - 6022 WEST CHESTER PIKE, NEWTOWN SQUARE, PA 19073	INVEST MGMT FEES	120,271.

Total number of others receiving over \$50,000 for professional services

0

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2014)

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	27,911,910.
b	Average of monthly cash balances	1b	71,096.
c	Fair market value of all other assets	1c	19,967,247.
d	Total (add lines 1a, b, and c)	1d	47,950,253.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	47,950,253.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	719,254.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	47,230,999.
6	Minimum investment return. Enter 5% of line 5	6	2,361,550.

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	2,361,550.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	31,164.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	41,845.
c	Add lines 2a and 2b	2c	73,009.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,288,541.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,288,541.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,288,541.

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	2,603,537.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
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	2,603,537.
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	5	31,164.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,572,373.

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.

Form 990-PF (2014)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,288,541.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			553,648.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 2,603,537.				
a Applied to 2013, but not more than line 2a			553,648.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				2,049,889.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				238,652.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 2014, enter the date of the ruling

foundation, and the ruling is effective for 2014, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

[illegible]

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 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 ATTACHMENT	NONE		SEE ATTACHMENT	2,519,206.
Total			3a	2,519,206.
b Approved for future payment				
NONE				
Total			3b	0.

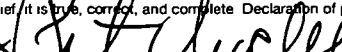
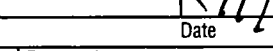
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[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
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee 	Date 11/4/15	Title PRESIDENT		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	BRUCE H. BENJAMIN, CPA		11/2/15		P00179692
	Firm's name ▶ DRUCKER & SCACCETTI P.C.			Firm's EIN ▶ 23-2628118	
	Firm's address ▶ 1600 MARKET STREET, SUITE 3300 PHILADELPHIA, PA 19103			Phone no. 215-665-3960	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME - GSO CDCG III	5,103.	5,103.	0.
INTEREST INCOME - MORGAN	14.	0.	0.
TOTAL TO PART I, LINE 3	5,117.	5,103.	0.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME - HAWTHORN	529,240.	53,738.	475,502.	393,906.	0.
TO PART I, LINE 4	529,240.	53,738.	475,502.	393,906.	0.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BPG INVESTMENT PARTNERSHIP VII-A, LP	3,258.	3,258.	0.
BPG INVESTMENT PARTNERSHIP VIIIA, LP	-246.	-246.	0.
AVENUE EUROPE SPECIAL SITUATIONS FUND II, LP	51,630.	51,630.	0.
POWERSHARES DB COMMODITY INDEX TRACKING FUND	-255,323.	-255,323.	0.
VERITABLE LONG BIASED DOMESTIC FUND, LP	86,957.	86,957.	0.
VITTORIA OFFSHORE FUND, LTD	1,675,571.	1,675,571.	0.
1128 ASSOCIATES, LP	41,986.	10,051.	0.
BPG PARTNERSHIP VI	130,984.	70,920.	0.
LOCUST COURT ASSOCIATES	51,235.	0.	0.
BPG MULTI-FAMILY PARTNERSHIP, LP	29,010.	10,650.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	1,815,062.	1,653,468.	0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,950.	0.	0.	5,600.
TO FORM 990-PF, PG 1, LN 16B	8,950.	0.	0.	5,600.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOOKKEEPING SERVICES	6,432.	3,794.	0.	2,639.
TO FORM 990-PF, PG 1, LN 16C	6,432.	3,794.	0.	2,639.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	30,500.	0.	0.	0.
NYS CORPORATION TAX	7,000.	0.	0.	0.
FOREIGN TAXES	232.	232.	0.	0.
TO FORM 990-PF, PG 1, LN 18	37,732.	232.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	120,271.	57,365.	0.	62,906.
INVESTMENT CUSTODIAL FEES	5,541.	5,541.	0.	0.
MESSENGER & DELIVERY SRVCS	40.	0.	0.	40.
NYS REGISTRATION FEES	750.	0.	0.	750.
OFFICE CLEANING	2,018.	1,184.	0.	834.

LEO MODEL FOUNDATION, INC

23-7084119

OFFICE EXPENSE	2.	0.	0.	2.
OFFICE SUPPLIES	682.	458.	0.	224.
POSTAGE	33.	1.	0.	32.
SECRETARIAL SERVICES	9,283.	5,364.	0.	3,919.
TELEPHONE	342.	0.	0.	342.
MISCELLANEOUS	5,558.	0.	0.	952.
TO FORM 990-PF, PG 1, LN 23	144,520.	69,913.	0.	70,001.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
OTHER INCREASES: VERITABLE LONG BIASED DOMESTIC FUND, LP	31,281.
TOTAL TO FORM 990-PF, PART III, LINE 3	31,281.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
OTHER DECREASES: AVENUE EUROPE SPECIAL SITUATIONS FUND II, LP	8,037.
TOTAL TO FORM 990-PF, PART III, LINE 5	8,037.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
UNITED STATES TREAS NOTES (SEE ATTACHMENT 10-A)	X		3,176,905.	3,160,524.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,176,905.	3,160,524.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,176,905.	3,160,524.

LEO MODEL FOUNDATION, INC.
Form 990PF - PART II - BALANCE SHEET
December 31, 2014

EIN: 23-7084119

Security Description	Beginning of Year Units	Beginning of Year Book Value	End of Year Units	End of Year Book Value	End of Year Fair Market Value
Line 10(a) Investments - U.S. & State Obligations					
United States Treas Notes, due 2/28/2014	245,000	251,441	-	-	-
United States Treas Notes, due 5/31/2014	145,000	145,068	-	-	-
United States Treas Notes, due 12/31/2015	475,000	492,998	475,000	492,998	483,645
United States Treas Notes, due 11/15/2016	800,000	798,875	-	-	-
United States Treas Notes, due 2/5/2016	-	-	220,000	220,155	220,086
United States Treas Notes, due 4/30/2016	-	-	220,000	219,845	219,965
United States Treas Notes, due 7/15/2016	-	-	220,000	224,237	223,368
United States Treas Notes, due 7/31/2016	-	-	495,000	495,870	495,965
United States Treas Notes, due 10/15/2016	-	-	225,000	224,903	225,070
United States Treas Notes, due 10/15/2016	-	-	375,000	375,308	374,970
Altoona PA Area Sch Dst	125,000	135,374	125,000	130,202	130,225
Connecticut ST	115,000	117,598	-	-	-
Cook Cnty IL	250,000	261,250	-	-	-
Fairfax Cnty VA	100,000	102,259	-	-	-
Georgia St	200,000	213,791	200,000	206,913	205,110
Green OH Cmnty Learning Center	100,000	101,986	-	-	-
King Snty WA	150,000	159,675	150,000	153,236	150,000
Louisiana Street	100,000	104,540	-	-	-
Monroe Twp NJ Brd of Edu Middl	150,000	155,385	-	-	-
Palm Beach Cnty Fla	100,000	104,516	-	-	-
Pascack Valley NJ	110,000	117,760	110,000	113,891	112,735
Sthrn CA Logistics	-	-	100,000	102,358	102,021
University of TX	100,000	104,789	-	-	-
White Settlement TX	-	-	280,000	216,989	217,364
Woodbridge Twp NJ	100,000	106,814	-	-	-
York Cnty Sch Dist	100,000	101,800	-	-	-
Total Investments - U.S. Obligations, Line 10a		\$ 3,575,919		\$ 3,176,905	\$ 3,160,524
Line 10(b) Investments - Stocks					
Mutual Funds:					
Blackrock Liquidity Funds Treasury Trust Fund	1,089,748	\$ 1,089,748	2,136,162	\$ 2,136,162	\$ 2,136,162
Blackrock Fund II Floating Rate	29,901	\$ 314,796	20,377	\$ 214,446	\$ 208,047
PIMCO Emerging Local Bond Fund	40,480	448,601	42,504	467,488	353,637
Putman Convertible Income Growth	18,300	359,916	19,547	390,869	480,067
Ishares MSCI Eafe Index Fund	303	15,114	303	15,114	18,434
Spdr S&P 500 ETF Trust	84,965	8,843,897	72,847	7,578,138	14,972,972
Midcap Spdr Trust Series 1	6,195	803,950	6,165	803,950	1,627,375
AQR Diversified Arbitrage Fnd	16,211	176,559	16,526	179,746	167,737
Brown Advisory Emg Mkts	-	-	17,953	185,412	170,376
Caldwell & Orkin Fds Inc Mkt Opp Fnd	17,434	339,683	17,564	342,647	401,516
Seafarer Overseas Growth	-	-	15,372	187,078	168,321
Grandeur Peak Gl Oppor	159,238	520,708	170,927	558,115	546,968
Merger Fd	11,751	183,232	11,751	183,232	183,661
Touchstone Sands Em	-	-	16,712	183,000	170,967
JP Morgan Market Neutral	21,691	331,000	-	-	-
Gateway Fnd	13,833	341,667	14,048	347,964	415,392
PIMCO Comm Real Ret Strt Fnd	135,619	995,256	167,333	1,168,937	749,652
Powershare DB Comm Indx Fnd	31,098	792,801	36,648	813,684	676,156
Total - Investments - corporate stock - Line 10(b)		\$ 15,556,928		15,755,982	23,447,440
Line 10(c) Investments - Corporate Bonds					
	-	-	-	-	-
Total - Investments - Corporate Bonds - Line 10(c)		\$ -		-	-
Total		\$ 19,132,847		\$ 18,932,887	\$ 26,607,964

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP STOCK - SEE ATCH 10-A	15,755,982.	23,447,440.
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,755,982.	23,447,440.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LP INTEREST - 1128 ASSOC	COST	35,766.	380,000.
LP INTEREST - LOCUST COURT	COST	-76,822.	640,000.
LP INTEREST - BPG PRTNSHP VI	COST	161,663.	169,000.
LP INTEREST - BPG PRTNSHP VII	COST	953,650.	364,000.
LP INTEREST - BPG PRTNSHP VIII	COST	541,568.	525,000.
LP INTEREST - BPG MULTIFAMILY	COST	52,161.	372,000.
LP INTEREST - VITTORIA OFFSHORE	COST	15,728,399.	14,549,324.
LP INTEREST - ARCHVIEW CREDIT	COST	400,000.	528,581.
LP INTEREST - AVENUE EUROPE	COST	514,821.	514,821.
LP INTEREST - VERITABLE	COST	1,720,208.	1,721,322.
LP INTEREST - GSO PARTNERS	COST	209,322.	203,199.
TOTAL TO FORM 990-PF, PART II, LINE 13		20,240,736.	19,967,247.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 13
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALLEN MODEL 225 SOUTH 18TH STREET, PH-H PHILADELPHIA, PA 19103	CHAIRMAN 0.00	0.	0.	0.
PETER MODEL 500 EAST 63RD STREET, #24K NEW YORK, NY 10065	PRESIDENT 0.00	0.	0.	0.
MARJORIE RUSSEL 500 EAST 63RD STREET, #24K NEW YORK, NY 10065	VICE PRESIDENT 0.00	0.	0.	0.
PAMELA GRACE ONE HANSON PLACE, APT #25D BROOKLYN, NY 11243	SECRETARY 0.00	0.	0.	0.
ROBERTA GAUSAS 225 SOUTH 18TH STREET, PH-H PHILADELPHIA, PA 19103	VICE PRESIDENT 0.00	0.	0.	0.
PAUL MODEL 17 WEST 71ST STREET, #10A NEW YORK, NY 10023	VICE PRESIDENT 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

DETAIL OF SHORT-TERM CAPITAL GAINS AND LOSSES

JSA
XG900 3 000

10

STATEMENT 6

DETAIL OF LONG-TERM CAPITAL GAINS AND LOSSES

JSA
YGB00 3.000

STATEMENT 7

LEO MODEL FOUNDATION			
TAX ID #23-7084119			
2014 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
Grant Recipient/Address	Status	Purpose of Grant	Amount
Academy of Natural Sciences 19th & The Parkway Philadelphia, PA 19103	public charity	General operating support	75,000
AIA NY Chapter 536 LaGuardia Place NY, NY 10012	501(c)(6)	General operating support	1,500
American Bird Conservancy P O Box 249 The Plains, VA 20198	509(a)1	General support of conservation efforts	60,000
American Friends of the Israel Museum 500 Fifth Ave, Suite 2540 New York NY 10010	public charity	General Cultural Support	3,000
American Friends of The Parents' Circle 301E 57th Street, 4th Floor New York, NY 10022	public charity	General operating support	5,000
American Museum of Natural History Central Park W at 79th St New York NY 10024	public charity	General Cultural Support	1,000
Amnesty International USA 5 Penn Plaza New York, NY 10001	509(a)1	General support for international human rights	10,000
The Annie Wright School 827 North Tacoma Ave Tacoma, WA 96403	501(c)(3)	General operating support	20,000
ASOPRS Foundation 5841 Cedar Lake Rd , Ste. 204 Minneapolis, MN 55416	509(a)1	General operating support	3,000
Astral Artistic Services 230 South Broad St , 9th Floor Philadelphia, PA 19102	501(c)(3)	General operating support for programs	9,500
Athenaeum of Philadelphia 219 S 6th St Philadelphia PA 19106	509(a)1	General operating for rare books library	500
Audubon Alaska 715 L St , Ste 200 Anchorage, AK 99501	509(a)1	General support of conservation efforts	2,500
Audubon 225 Varck St , 7th Floor New York, NY 10014	509(a)1	Operating support	4,500
Audubon Rockies (f/k/a/ Wyoming) 400 East 1st St , Ste 308 Casper, WY 82601	509(a)1	General support of conservation efforts	480

LEO MODEL FOUNDATION			
TAX ID #23-7084119			
2014 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
Grant Recipient/Address	Status	Purpose of Grant	Amount
Balletx P O Box 22713 Philadelphia, PA 19110	501(c)(3)	General operating support for programs	15,000
Bank Street College of Education 610 W 112th St , New York, NY 10025	501(c)(3)	General operating support for programs	2,500
Barnes Foundation 300 N Latch's Lane Menon, PA 19066-1729	501(c)(3)	General operating support for programs	5,000
Bat Conservation International P O Box 162603 Austin TX 78716	public charity	Conservation--Bats	40,000
Berea College CPO 2216 Berea KY 40404	public charity	Higher Education--General Support	5,000
The Blue Card 171 Madison Ave , Suite 1405 New York, NY 10016	501(c)(3)	General Support for needy Holocaust survivors	5,000
Brookings Institution 1775 Massachusetts Ave Washington DC 20036	509(a)1	General operating expenses, non-profit think tank	50,000
Brooklyn Academy of Music 30 Lafayette Avenue Brooklyn, NY 11217	public charity	General Support	10,000
Brown University Box 1976 Providence RI 02912	public charity	Higher Education--General Support	2,000
Byerschool Foundation 210 W Rittenhouse Square, Ste 400 Philadelphia, PA 19103	501(c)(3)	General Operating Support	7,000
Catholics for Choice 1436 U Street, NW Suite 301 Washington, DC 20009	501(c)(3)	General Operating Support	3,000
Cell Motion Laboratores 402 E 8th St, New York, NY 10009	501(c)(3)	General Operating Support	5,000
Center for Reproductive Rights 120 Wall Street New York, NY 10005	public charity	General operating support	1,000
Central Park Conservancy 14 E 60th St, New York, NY 10022	501(c)(3)	General operating support	1,000

LEO MODEL FOUNDATION			
TAX ID #23-7084119			
2014 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
Grant Recipient/Address	Status	Purpose of Grant	Amount
Challenged Athletes Foundation 9591 Waples St , San Diego, CA 92121	501(c)(3)	General Operating Support	10,000
Crty Harvest 6 E 32nd St , 5th Floor New York, NY 10016	509(a)1	General support for food pickup & distribution	9,000
Cobleskill Regional Hospital 178 Grandview Drive Cobleskill, NY 12043	public charity	General Operating Support	1,000
Cold Spring Harbor Laboratory Bungtown Rd Cold Spring Harbor NY 11724	public charity	Health-related research—General Support	2,000
Collegiate School 260 W 78th Street New York, NY 10024	509(a)1	General operating support	65,000
Columbia University P O Box 1383 New York, NY 10277	509(a)(1)	School of Social Work general operating support	1,500
Committee to Protect Journalists 330 7th Ave , 11th Floor New York, NY 10001	public charity	General operating support	2,000
Common Cause Education Fund 1133 19th Street NW Washington, DC 20078-5968	501(c)3	General operating support	2,500
Conservation International 1015 18th St, NW, Ste 1000 Washington DC 20036	public charity	Conservation—International General Support	10,000
Conservation Pennsylvania P O Box 2125 Philadelphia, PA 19103	501(c) 4	General operating support	2,500
Cornell Lab of Ornithology P O Box 11 Ithaca, NY 14851-9804	501(c)3	General operating support	250
Curtis Institute of Music 1726 Locust St Philadelphia PA 19103	509(a)1	Scholarship fund for music academy	10,000
Damon Runyon Cancer Research Fund One Exchange Plaza 55 Broadway Suite 302 New York, NY 10006	public charity	General operating support	5,000
Doctors Without Borders 6 East 39th Street, 8th Floor New York NY 10016	public charity	General support for humanitarian services	13,000

LEO MODEL FOUNDATION			
TAX ID #23-7084119			
2014 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
Grant Recipient/Address	Status	Purpose of Grant	Amount
Donors Choose 134 West 37th Street, 11th Floor New York, NY 10018	501(c)3	General operating support	4,958
Drexel University College of Medicine 2900 W Queen Lane Philadelphia, PA 19129	509(a)1	to support Institute for Women's Health and Leadership	1,000
Drug Policy Alliance 131 West 33rd St , 15th Floor New York, NY 10001	public charity	General operating support	1,000
Dysautonomia Foundation 315 W 39th St , Ste 701 New York, NY 10018	501(c)3 exempt	General operating support	1,000
EcoHealth Alliance (Wildlife Trust) 460 West 34th Street, 17th Floor New York, NY 10001-2320	509(a)1	General operating for international conservation & for insect research	125,000
Equal Justice Initiative 122 Commerce Street, Montgomery, AL 3610	501(c)3 exempt	General operating support	2,000
Film Forum 209 West Houston St New York, NY 10014	501(c)3 exempt	General operating support	1,000
Film Society of Lincoln Center 70 Lincoln Center Plaza New York, NY 10023	501(c)3 exempt	General operating support	4,000
Final Exit Network P O Box 665 Pennington, NJ 08534	501(c)3 exempt	General operating support	1,000
First Person Arts 1420 Walnut Street, Suite 1207 Philadelphia, PA 19102	501(c)3 exempt	support for Community Engagement Project	5,000
Fleisher Art Memorial 719 Catharine Street Philadelphia, PA 19147	public charity	General operating support	1,000
Food Allergy Initiative 515 Madison Avenue, Suite 1912 New York NY 10022	public charity	General operating support	1,000
Foundation for Int'l Community Assistance (F 1101 14th Street NW, Eleventh Floor Washington, DC 20005	501(c)3 exempt	General operating support	1,000
Free Library of Philadelphia 1901 Vine Street, Ste 111 Philadelphia, PA 19103	501(c)3 exempt	General operating support	15,000

LEO MODEL FOUNDATION			
TAX ID #23-7084119			
2014 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
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Fresh Air Fund 1040 Ave of the Amencas New York NY 10018	public charity	Inner City Life Improvement—General Support	2,000
Friends of CONANCA 330 West End Avenue, Apt 1B New York, NY 10023	501(c)3 exempt	General operating support	1,000
Friends of Massey University 1209 G Street NE Washington, DC 20002	public charity	General operating support	20,000
George Landis Arboretum P O Box 186 Esperance NY 12066	public charity	Conservation general support	1,000
Germantown Friends School 31 W Coulter St Philadelphia PA 19144	509(a)1	Scholarship fund for underprivileged students	5,000
Glimmerglass Opera Box 191 Cooperstown, NY 13326	501(c)3 exempt	General operating support	1,500
Global Fund for Women 1375 Sutter St , Ste 400 San Francisco, CA 94109	public charity	General operating support	4,000
Goddard Riverside Community Center Development Office, 593 Columbus Ave New York, NY 10024	public charity	Inner City Life Improvement—General Support	1,000
Grey2K USA Educational Fund P O Box 440142 Sommerville, MA 02144	public charity	General operating support	500
Hampshire College 893 West Street Amherst, MA 01002	public charity	Higher Education—General Support	185,000
Hartley Film Foundation 49 Richmondville Ave , Suite 204 Westport, CT 06880	501(c)3 exempt	General operating support	1,000
Harvard University 124 Mt Auburn St Cambridge MA 02138	509(a)1	Endowment for scholarship assistance, Faculty of Arts and Sciences	23,000
Hawk Mountain Sanctuary R R 2, Box 191 Kempton PA 19529	509(a)2	General support for raptor conservation/research	5,000
Historical Society of Pennsylvania 1300 Locust Street, Philadelphia, PA 19107	501(c)3 exempt	General operating support	500

LEO MODEL FOUNDATION			
TAX ID #23-7084119			
2014 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
Grant Recipient/Address	Status	Purpose of Grant	Amount
Holy Apostles Soup Kitchen 296 9th Ave New York NY 10001	public charity	Inner City Life Improvement—General Support	8,000
Human Rights Watch 350 5th Avenue New York, NY 10018	501(c)3 exempt	Outreach materials for human rights organization	10,100
Illinois Wesleyan University 1210 Park Street Bloomington, IL 61701	501(c)(3)	General operating support	20,000
Inn Dwelling 109 East Price Street Philadelphia, PA 19144	501(c)(3) 509(a)(2)	General operating support	18,000
Innocence Project 40 Worth St , Suite 701 New York, NY 10013	public charity	General operating support	20,000
International Crane Foundation 10 West 66th St , 11G New York, NY 10023	public charity	General operating support	1,500
International Development Exchange 333 Valencia St , Ste 250 San Francisco, CA 94103-3547	public charity	General operating support	25,000
International Film Seminars 6 East 39 th St, #1200 New York, NY 10016	501(c)(3)	General operating support	3,000
International Rescue Committee 122 E 42nd St, 12th Fl New York NY 10168	public charity	Refugee Relief—General Support	7,000
Interreligious Foundation for Community Organization IFCO Pastors for Peace 402 W 145th Street New York, NY 10031	public charity	General operating support	1,000
Island Conservation 2161 Delaware Ave, Suite A Santa Cruz, CA 95060	501(c)(3)	General operating support	25,000
J Street P O Box 66073 Washington, DC 20035	501(c)(3)	General operating support	7,000
Jerusalem Foundation 420 Lexington Ave , Ste 1645 New York, NY 10170	public charity	General operating support	130,000
The Jewish Museum 1109 Fifth Avenue at 92nd Street New York, NY 10020	public charity	General operating support	2,000

LEO MODEL FOUNDATION			
TAX ID #23-7084119			
2014 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
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LaGuardia Community College Foundation 31-10 Thomson Avenue, Room E508, Long Is	501(c)3 exempt	General operating support	5,000
Lantern Theatre Company P O Box 53428 Philadelphia, PA 19105	public charity	General operating support	3,000
MANNA 2323 Ranstead St Philadelphia, PA 19103	public charity	General operating support	5,000
Memorial Sloan Kettering (MSK) 633 Third Avenue, 28th Fl New York, NY 10017	501(c)3 exempt	supporting research to cure leukemia	10,000
Metropolitan Career Center 100 S Broad St, Ste 830 Philadelphia, PA 19110	public charity	General operating support for training programs	10,000
Metropolitan Museum of Art 5th Ave at 82nd St New York NY 10028	public charity	General Cultural Support	3,000
Middlesex School 1400 Lowell Rd, PO Box 9122 Concord MA 01742	509(a)	General operating support	80,000
Ms Foundation for Women 120 Wall Street, 33rd Floor New York NY 10005	509(a)	Women's economic development grants for underpriveleged American girls & women	7,500
Mural Arts Program 1729 Mount Vernon Street Philadelphia, PA 19130	501(c)3 exempt	General operating support	3,000
Museum of the City of New York 1220 Fifth Avenue New York, NY 10029	public charity	General operating support	1,500
Museum of Modern Art 11 W 53rd St New York NY 10019	public charity	General operating for art museum	3,000
National Audubon Society 225 Varck St, 7th Floor New York, NY 10014	509(a)1	General operating for bird conservation	165,000
Nat'l Organization for Hearing Research P O. Box 421 Narberth PA 19072	501(c)3 exempt	Support for hearing research	500
Natural Lands Trust 1031 Palmers Mill Road, Media, PA, 19063	501(c)3 exempt	General operating support	2,500

LEO MODEL FOUNDATION			
TAX ID #23-7084119			
2014 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
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Nature Conservancy in Pennsylvania 15 East Ridge Pike, Ste. 100 Conshohocken, PA 19428	501(c)3 exempt	General operating support	15,000
Nature Conservancy 205 Portland St , Suite 400 Boston, MA 02114-1708	501(c)3 exempt	General operating support	7,500
Neighborhood Gardens Trust 100 North 20th St , Fifth Floor Philadelphia, PA 19103	public charity	General operating support	1,000
New Israel Fund 2100 M Street, NW, Suite 619 Washington, DC 20037	public charity	General operating support	60,000
New School for Social Research 66 W 12th Street New York, NY 10011	501(c)3 exempt	Higher Education—General Support	10,000
New York Botanical Garden Southern Blvd & 200th St Bronx NY 10458	public charity	General Cultural Support and support of new tropical medicines	25,000
New York City Ballet 70 West 63rd Street New York, NY 10023	501(c)3 exempt	General operating support	2,750
New York (Yorkville) Common Pantry Church St STA, P O Box 19012 New York NY 10277	509(a)1	Inner City Life Improvement—General Support	7,000
New York Community Trust 909 3rd Ave, New York, NY 10022	public charity	General operating support	128,000
New York Foundation for the Arts 20 Jay Street, 7th Floor New York, NY 11201	501(c)3 exempt	Support for the "Dirt and Deeds" project film and national campaign to support Black farmers	5,000
New York Public Library 476 Fifth Ave New York NY 10018	public charity	General Cultural Support	2,000
New York Restoration Project 1290 Avenue of the Americas New York, NY 10036	public charity	General operating for preservation of historic sites	1,000
New York Shakespeare Festival 425 Lafayette St New York NY 10003	public charity	General Cultural Support	4,000
New York Times Neediest Cases Fund 4 Chase Metrotech Center, 7th Floor East, Lo Brooklyn, NY 11245	501(c)3 exempt		5,000

LEO MODEL FOUNDATION			
TAX ID #23-7084119			
2014 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
Grant Recipient/Address	Status	Purpose of Grant	Amount
Northeast Wilderness Trust P O Box 406 Montpelier, VT 05601	public charity	Land Trust restoring and preserving landscapes for wildlife and people	2,000
Northside Center for Child Development 152 West 57th St , 52nd Fl New York, NY 10019	public charity	Inner city education general support	2,000
Oberlin College Bosworth Hall Oberlin OH	public charity	Higher Education--General Support	5,000
Oxfam America 28 West Street Boston MA 02111	public charity	Refugee and Famine Relief--General Support	5,000
Parents of PS 334, Inc (Anderson School) P O Box 467 New York, NY 10024	501(c)3 exempt	General operating support	4,000
Partners in Health 641 Huntington Avenue Boston, MA 02115	public charity	General operating support	5,000
PennEnvironment Research & Policy Cntr 1420 Walnut St , Ste 650 Philadelphia, PA 19102	501(c)3 exempt	General operating support	25,000
The Pennsylvania School for the Deaf 100 W School House Lane Philadelphia, PA 19144	501(c)(3)	General operating support	500
Philadelphia Museum of Art Box 7646 Philadelphia PA 19101	509(a)1	General operating for art museum	25,000
Philadelphia Young Playwrights 7 Benjamin Franklin Parkway Philadelphia, PA 19103	501(c)(3)	General operating support	10,000
Planned Parenthood Fed of America 810 7th Ave New York NY 10019	509(a)1	Birth Control Education--General Support	10,000
Planned Parenthood of New York 26 Bleecker St New York NY 10012	509(a)1	Birth Control Education--General Support	2,000
Planned Parenthood of Southeastern PA 1144 Locust St Philadelphia PA 19107	509(a)1	General operating for family planning activities in Southeastern Pennsylvania	8,500
Ploughshares Fund Fort Mason San Francisco CA 94123	public charity	Arms Control Education	5,000

LEO MODEL FOUNDATION			
TAX ID #23-7084119			
2014 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
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Prairie Biotic Research 831 Ridgewood Ave Ames, IA 50010	501(c)(3)	General operating support	1,000
Prep for Prep 328 W 71st St New York NY 10023	public charity	Inner City Education—General Support	3,000
Public School 87 Parents Association 160 West 78th Street New York, NY 10024	501(c)(3)	General operating support	4,000
RARE Center for Tropical Conservation 1310 North Courthouse Road, Suite 110 Arlington, VA 22201	509(a)1	International economic development grants and public education for conservation	100,000
Research to Prevent Blindness 645 Madison Ave , Floor 21 New York, NY 10022	public charity	General operating support	1,000
Rockefeller University 1230 York Ave New York NY 10021	public charity	Higher Education—General Support	500
Rosenbach Museum & Library 2010 Delancey Pl Philadelphia PA 19103	509(a)1	General support for rare books library	1,500
Sarah Lawrence College 1 Mead Way Bronxville, NY 10708	501(c)3 exempt	General operating support	2,000
Schoharie Land Trust P O Box 482 Cobleskill, NY 12043	501(c)3 exempt	General operating support	250
Scholars at Risk Network c/o New York University 194 Mercer Street, Room 410 New York, NY 10012	public charity	General operating support	3,000
Sculpture Space 12 Gates Street Utica, NY 13502	public charity	General operating support	1,000
Self Help Community Services 440 9th Ave New York NY 10001	public charity	Inner City Life Improvement—General Support	200,000
Shore P O Box 814 White Plains NY 10602	public charity	Inner City Life Improvement—General Support	1,000

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TAX ID #23-7084119			
2014 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
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Smith College 7 College Lane Northampton, MA	501(c)3 exempt	General operating support	5,000
Solomon R. Guggenheim Foundation 1071 Fifth Ave New York NY 10128	501(c)3 exempt	General Cultural Support	2,000
Southern Poverty Law Center 1001 S Hull St Montgomery AL 36195	public charity	Education for Tolerance--General Support	20,000
Stanford University 301 Encina Hall Stanford CA 94305	public charity	Higher Education--General Support	1,500
Storefront Academy Harlem (f/k/a The Children's Center) 70 E 129th St New York, NY 10035	501(c)3 exempt	General operating support	2,000
Talented & Gifted School for Young Scholars 240 East 109 Street New York, NY 10029	501(c)3 exempt	General operating support	4,000
The Doe Fund 232 E 84th St New York, NY 10028	501(c)3 exempt	General operating support	3,000
The New York Police & Fire Widows' and Children's Benefit Fund 767 Fifth Ave New York, NY 10153	501(c)3 exempt	General operating support	15,000
The Ocean Foundation (Tag-A-Giant) 1990 M Street NW Washington, DC 20016	public charity	General operating support	1,000
The Philadelphia Fund 1234 Market St , Suite 1800 Philadelphia, PA 19107	501(c)3 exempt	grant to The Longest Day of Golf Cancer Fund	5,000
Trilogy An Opera Company 32 Howard Street Newark, NJ 07103	501(c)3 exempt	General operating support	500
Tyler Arboretum 515 Painter Rd, Media, PA 19063	501(c)3 exempt	General operating support	250
UC Berkeley Foundation College of Natural Resources, 112 Giannini Hall UC Berkeley, CA 94720-3100	501(c)3 exempt	General operating support	1,000
UJA Federation/JDC 130 East 59th St , Suite 923C New York, NY 10022	501(c)3 exempt	General operating support	20,000

LEO MODEL FOUNDATION			
TAX ID #23-7084119			
2014 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
Grant Recipient/Address	Status	Purpose of Grant	Amount
University of Pennsylvania, Law School 3400 Chestnut St Philadelphia PA 19104	101(6) education	Scholarship fund	150,000
University of Wisconsin Foundation 1848 University Ave Madison, WI 53726	501(c)3 exempt	General operating support	10,000
U S Holocaust Memorial Museum 100 Raoul Wallenberg Place, SW Washington, DC 20024-2126	501(c)3 exempt	General operating support	2,000
Vogel Alcove 7557 Rambler Rd , Suite 262 Dallas, TX 75231	501(c)3 exempt	General operating support	7,000
Wesleyan University Wesleyan Station Middletown, CT 06459	501(c)3 exempt	General operating support	20,000
Whitney Museum of American Art 945 Madison Ave New York NY 10021	public charity	General Cultural Support	2,000
WHYY & 91 FM Independence Mall West 150 N 6th Street Philadelphia, PA 19106	501(c)3 exempt	General operating support	3,500
Wikimedia Foundation, Inc P O Box 98204 Washington, DC 20090-8204	501(c)3 exempt	General operating support	1,000
Wild Salmon Center 721 NW Ninth Ave , Ste 290 Portland, OR 97209	public charity	General operating support	4,000
Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10460	public charity	General operating support	2,000
William Way LGBT Community Center 1315 Spruce Street Philadelphia, PA 19107	501(c)3 exempt	General operating support	5,000
Wingspan Arts 630 9th Ave , Suite 410 New York, NY 10036	501(c)3 exempt	General operating support	1,000
WNET Channel 13 356 W 58th St New York NY 10019	public charity	General Cultural Support	5,000
WNYC/NY Public Radio 160 Varick St New York NY 10013	public charity	General Cultural Support	1,500

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TAX ID #23-7084119			
2014 Form 990PF, Part XV - Grants and Contributions Paid During the Year			
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Women's Law Project 125 South Ninth St , Ste 300 Philadelphia, PA 19107	public charity	General operating support	20,000
Women's Way 1233 Locust St, Ste 300 Philadelphia PA 19107	509(a)1	General support for women's support fund	11,668
World Resources Institute 1709 New York Ave, NW Washington DC 20006	public charity	Conservation Education	5,000
Worldwide Film Expedition 243 Mount Avenue Missoula, MT 59801	501(c)3 exempt	General operating support	500
Yale Law School 127 Wall St New Haven, CT 06511	509(a)1	General support	15,000
		TOTAL GRANTS DISBURSED IN FY 2014	2,519,206