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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
The Leep Foundation Inc

% MICHAEL R LEEP SR

Number and street (or P O box number if mail is not delivered to street address)
5201 North Grape Road
Suite

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
Mishawaka, IN 46545

A Employer identification number
26-4818874

B Telephone number (see instructions)
(574) 271-4147

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,519,295

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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	477,368			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	243	243		
	4	Dividends and interest from securities	14,108	14,108		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	21,150			
	b	Gross sales price for all assets on line 6a 140,143				
	7	Capital gain net income (from Part IV, line 2)		21,150		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	512,869	35,501		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	57	28	0	29
	b	Accounting fees (attach schedule)	4,174	2,087	0	2,087
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	224	224		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	4,905	4,905		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	9,360	7,244	0	2,116
	25	Contributions, gifts, grants paid	40,000			40,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	49,360	7,244	0	42,116
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	463,509			
	b	**Net investment income** (if negative, enter -0-)		28,257		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		3,500	3,500
	2	Savings and temporary cash investments	725,219	605,251	605,251
	3	Accounts receivable ▶ 10,000			
		Less allowance for doubtful accounts ▶		10,000	10,000
	4	Pledges receivable ▶ 113,701			
		Less allowance for doubtful accounts ▶	116,707	113,701	113,701
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	127,982	511,309	532,104
	c	Investments—corporate bonds (attach schedule)	72,694	260,525	254,739
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,042,602	1,504,286	1,519,295
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**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.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,042,602	1,504,286	
	30	**Total net assets or fund balances** (see instructions)	1,042,602	1,504,286	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,042,602	1,504,286	

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	1,042,602
2	Enter amount from Part I, line 27a	2	463,509
3	Other increases not included in line 2 (itemize) ▶	3	2,047
4	Add lines 1, 2, and 3	4	1,508,158
5	Decreases not included in line 2 (itemize) ▶	5	3,872
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,504,286

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)
1 a	LAKE CITY BANK ST GAIN LOSS - SEE ATTACHED	P		
b	LAKE CITY BANK LT GAIN/LOSS - SEE ATTACHED	P		
c	LAKE CITY BANK LT GAIN/LOSS - SEE ATTACHED	P		
d	CAPITAL GAIN DIVIDENDS	P		
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	55,099		57,088	-1,627
b	71,009		61,109	9,900
c	1,492		1,158	334
d				12,543
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
a				-1,989
b				9,900
c				334
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	21,150
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	

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 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	71,869	793,388	0 090585
2012	63,202	482,210	0 131067
2011	15,227	167,270	0 091032
2010	0		0 0
2009			

2	**Total** of line 1, column (d).	2	0 312684
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 078171
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	1,271,010
5	Multiply line 4 by line 3.	5	99,356
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	283
7	Add lines 5 and 6.	7	99,639
8	Enter qualifying distributions from Part XII, line 4.	8	42,116

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 page 18 of the instructions)**

1a	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 instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	565
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	565
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	565
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	73		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,700		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,773
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,208
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 1,208 **Refunded** ▶			11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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?	1c		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶IN			
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*	8b	Yes	
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*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10	Yes	

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

			Yes	No
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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶n/a

14 The books are in care of ▶MICHAEL R LEEP SR Telephone no ▶(574) 271-4147

Located at ▶5201 NORTH GRAPE ROAD Mishawaka IN ZIP+4 ▶46545

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ | 15 |

			Yes	No
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?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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? ☐ 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)?	1b		
	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 2014?	1c		No
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? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20___, 20___, 20___, 20___			
3a	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 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.)*.	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☐ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Michael R Leep Sr 5201 North Grape Road Mishawaka, IN 46545	PRESIDENT/DIRECTOR 1 0	0		
Thomas C Sopko 5201 North Grape Road Mishawaka, IN 46545	SECRETARY/DIRECTOR 1 0	0		
James E Leep 5201 North Grape Road Mishawaka, IN 46545	Director 1 0	0		
Kristin Guernsey-Leep 5201 North Grape Road Mishawaka, IN 46545	Director 1 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

Total number of other employees paid over $50,000 ▶

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** ***(continued)***

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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	512,451
b	Average of monthly cash balances	1b	777,914
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,290,365
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,290,365
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,355
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,271,010
6	**Minimum investment return.** Enter 5% of line 5	6	63,551

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	63,551
2a	Tax on investment income for 2014 from Part VI, line 5	2a	565		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	565
3	Distributable amount before adjustments Subtract line 2c from line 1			3	62,986
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	62,986
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	62,986

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	42,116
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	42,116
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	42,116

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				62,986
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 2012 , 2011 , 2010		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010. 0				
c From 2011. 6,863				
d From 2012. 39,103				
e From 2013. 32,242				
f **Total** of lines 3a through e.	78,208			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 42,116				
a Applied to 2013, but not more than line 2a			0	
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 2014 distributable amount.				42,116
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014	20,870			20,870
(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	57,338			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	57,338			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . . 25,096				
d Excess from 2013. . . . 32,242				
e Excess from 2014. . . .				

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

1a 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. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
2a 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					

Part XV Supplementary Information (Complete this part only if the organization 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))

See Additional Data Table

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

NA

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

Michael R Leep Sr
5201 N Grape Road
Mishawaka, IN 46545
(574) 271-4147

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

LETTERS AND QUESTIONNAIRES

c Any submission deadlines

NO SUBMISSION DEADLINES

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

NO RESTRICTIONS OR LIMITATIONS ON AWARDS

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 Additional Data Table				
Total . . . . ▶ **3a**				40,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	243	
4 Dividends and interest from securities. . . .			14	14,108	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	21,150	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				35,501	

13 Total. Add line 12, columns (b), (d), and (e). **13** 35,501

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2015-06-08	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Kenneth Keber				P00240883

Firm's name ▶ Crowe Horwath LLP

Firm's EIN ▶

Firm's address ▶ 330 E Jefferson Blvd PO Box 7 South Bend, IN 466240007

Phone no (574) 271-4147

Form 990PF Part XV Line 1a - 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).

MICHAEL R LEEP SR
JAMES E LEEP
KRISTIN GUERNSEY-LEEP

Form 990PF Part XV Line 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*				
Boys and Girls Club of St Joseph County Inc 1411 Lincolnway West Mishawaka, IN 46544	NONE	PC	Charitable	250
Hannahs House Inc 321 W 4th Street Mishawaka, IN 46544	none	PC	charitable	2,650
Holy Cross College Inc PO Box 308 Notre Dame, IN 46556	None	PC	Educational	10,000
Student Hunger Drive of Northern Indiana 4457 E 46th St Davenport, IN 52807	None	PC	charitable	2,650
food Bank of Northern Indiana Inc 702 S Chapin South Bend, IN 46601	none	PC	Charitable	2,650
Coaches Vs Cancer 250 Williams Street NW Suite 400 Atlanta, GA 30303	none	PC	charitable	2,650
Center for Homeless Inc 813 S Michigan South Bend, IN 46601	None	PC	Charitable	2,650
Alcohol & Addictions Resource Center 818 East Jefferson Blvd South Bend, IN 46617	None	PC	Charitable	2,650
Chiara Home 1425 Clayton Dr South Bend, IN 46614	none	PC	Charitable	2,650
South Bend Community School Corporation 215 S St Joseph Street South Bend, IN 46601	none	PC	Educational	2,650
City School of Mishawaka 1402 South Main Street Mishawaka, IN 46544	none	PC	Educational	2,650
Big Brothers and Bib Sistgers of St Joseph County PO Box 1632 South Bend, IN 46634	none	PC	Charitable	250
Center for Hospice and Palliative Care 111 Sunnybrook Court South Bend, IN 46637	none	PC	Charitable	250
Habitat for Humanity 402 East South Street South Bend, IN 46601	none	PC	Charitable	250
Kelly Cares Foundation 1251 North Eddy Street No 200 South Bend, IN 46617	none	PC	Charitable	250
Total . . . . ▶ **3a**				40,000

Form 990PF Part XV Line 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*				
Logan Community Resources 2505 E Jefferson Blvd South Bend, IN 46615	none	PC	Charitable	250
Reins of Life 55200 Quince Road South Bend, IN 46619	none	PC	Charitable	250
100 Black Men of Greater South Bend 2043 South Bend PMB 345 South Bend, IN 46637	None	PC	Charitable	250
Elkhart Community School Corporation 2720 California Road Elkhart, IN 46514	None	PC	Educational	250
Penn Harris Madison School Corporation 55900 Bittersweet Road Mishawaka, IN 46545	none	PC	Educational	250
Catholic Dioceses of Fort Wayne - South Bend 1328 W Dragoon Trail Mishawaka, IN 46544	none	PC	Religious	250
Susan G Komen - South Bend 100 East Wayne Street South Bend, IN 46601	None	PC	Charitable	250
Michiana Public Broadcasting Corporation d/b/a WNIT Public Television 300 West Jefferson South Bend, IN 46601	none	PC	Charitable	250
Women's Care Center Inc 360 N Norte Dame Ave South Bend, IN 46617	none	PC	Charitable	250
Ronald McDonald House Charities 1301 W 22nd Stree No 905 Oakbrook, IL 60523	none	PC	Charitable	2,650
Total . . . . ▶ **3a**				40,000

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2014

Name of the organization
The Leep Foundation Inc

Employer identification number
26-4818874

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
The Leep Foundation Inc	26-4818874

Part I **Contributors** (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	See Additional Data Table	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Name of organization
The Leep Foundation Inc

Employer identification number
26-4818874

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
The Leep Foundation Inc

Employer identification number
26-4818874

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e) and** the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $ ____________
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 26-4818874
Name: The Leep Foundation Inc

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Automotive Management LLC 5201 North Grape Road Mishawaka, IN 46545	$ 93,180	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
2	Leep DMPR Management LLC 5201 North Grape Road Mishawaka, IN 46545	$ 38,730	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
3	Quad Cities Automotive Group LLC 5201 North Grape Road Mishawaka, IN 46545	$ 30,935	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
4	Leep Investment Group LLC 5201 North Grape Road Mishawaka, IN 46545	$ 17,040	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
5	James L Management Inc 5201 N Grape Road Mishawaka, IN 46545	$ 7,096	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
6	HSS Automotive LLC 5201 North Grape Road Mishawaka, IN 46545	$ 28,845	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	Gurley Leep Buick GMC Cadillac 5201 North Grape Rd Mishawaka, IN 46545	$ 28,918	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
8	Capital Imports LLC dba Capital 5201 North Grape Rd Mishawaka, IN 46545	$ 16,047	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
9	Gurley Leep Ford LLC 5201 North Grape Mishawaka, IN 46545	$ 20,049	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
10	Gurley Leep Imports Inc 5201 North Grape Road Mishawaka, IN 46545	$ 25,487	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
11	Mike Jr Management Inc 5201 North Grape Road Mishawaka, IN 46545	$ 7,096	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
12	US 31 Imports LLC 5201 North Grape Road Mishawaka, IN 46545	$ 16,686	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	DM HON LLC 5201 North Grape Road Mishawaka, IN 46545	$ 14,200	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
14	Leep TQC LLC 5201 North Grape Road Mishawaka, IN 46545	$ 6,985	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
15	Gurley Leep Oldsmobile Cadillac In 5201 North Grape Road Mishawaka, IN 46545	$ 19,438	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
16	Gurley Leep Imports LLC 5201 N Grape Raod Mishawaka, IN 46545	$ 15,580	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
17	Gurley Leep Automotive Group 5201 North Grape Road Mishawaka, IN 46545	$ 30,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
18	US 30 HON LLC 5201 North Grape Road Mishawaka, IN 46545	$ 14,375	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	Gurley-Leep Automotive Sales LLC 5201 North Grape Road Mishawaka, IN 46545	$ 11,369	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
20	Leep Enterprises 5201 North Grape Road Mishawaka, IN 46545	$ 25,540	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949.*
▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0123

2014

Attachment Sequence No **12A**

Name(s) shown on return

Social security number or taxpayer identification number

26-4818874

Before you check Box A, B, or C below, check whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part I **Short-Term.** Transactions involving capital assets you held 1 year or less are short term. For long-term transactions, see page 2.
Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which NO adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☑ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☐ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
LAKE CITY BA			55,099	(57,088)		362	-1,627
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			55,099	(57,088)		362	-1,627

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column* (g) in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side
The Leep Foundation Inc

Social security number or taxpayer identification number
26-4818874

Before you check Box D, E, or F below, check whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part II **Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which NO adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☑ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
LAKE CITY BA			71,009	(61,109)			9,900
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) . . . . ▶			71,009	(61,109)			9,900

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column* (g) in the separate instructions for how to figure the amount of the adjustment

Part II **Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which NO adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

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☐ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
LAKE CITY BA			1,492	(1,158)			334
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) . . . . ▶			1,492	(1,158)			334

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

TY 2014 Accounting Fees Schedule

Name: The Leep Foundation Inc

EIN: 26-4818874

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,174	2,087		2,087

TY 2014 Depreciation Schedule

Name: The Leep Foundatıon Inc

EIN: 26-4818874

TY 2014 Investments Corporate Bonds Schedule

Name: The Leep Foundation Inc

EIN: 26-4818874

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DODGE & COX INCOME FUND	51,680	51,332
FIDELITY HIGH INCOME FUND #455	26,781	25,750
GOLDMAN SACHS STRATEGIC INC FD	39,192	38,303
PIMCO TOTAL RETURN FUND	0	0
TEMPLETON GLOBAL BOND FUND	39,345	36,840
VANGUARD INFLATION PROTECTED	0	0
PIMCO SHORT TERM I	38,830	38,299
VANGUARD ST INVESTMENT GRD FD	64,697	64,215

TY 2014 Investments Corporate Stock Schedule

Name: The Leep Foundation Inc

EIN: 26-4818874

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EATON VANCE PARAMETRIC TAX	16,338	14,241
FRANKLIN SMALL CAP GROWTH	15,168	16,335
GOLDMAN SACHS MID CAP VALUE	20,551	18,754
GODLMAN SACHS N-11 EQUITY FND	16,372	14,842
GOLDMAN SACHS SATELLITE STRAT	26,618	24,963
HARBOR FUND INTERNATIONAL	32,891	30,357
HARBOR CAPITAL APPRECIATION FD	48,603	52,054
ISHARES TR RUSSELL 2000 INDEX	25,384	28,470
MAIRS & POWER GROWTH FUND	39,186	41,081
MFS INTERNATIONAL VALUE FUND I	37,737	36,267
MFS VALUE I	74,106	81,881
T ROWE PRICE MID CAP GROWTH FD	19,894	20,834
VANGUARD DIVIDEND GROWTH #57	38,342	40,869
VANGUARD S&P 500 ETF	100,119	111,156

TY 2014 Legal Fees Schedule

Name: The Leep Foundation Inc

EIN: 26-4818874

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	57	28		29

TY 2014 Other Decreases Schedule

Name: The Leep Foundation Inc

EIN: 26-4818874

Description	Amount
PRIOR YR INCOME POSTED AFTER YEAR END	866
CHANGE IN CONTRIBUTION RECEIVABLE	3,006

TY 2014 Other Expenses Schedule

Name: The Leep Foundation Inc

EIN: 26-4818874

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	4,827	4,827		
BANK FEES	78	78		

TY 2014 Other Increases Schedule

Name: The Leep Foundation Inc

EIN: 26-4818874

Description	Amount
CURRENT YR INCOME POSTED AFTER YEAR END	2,047

TY 2014 Substantial Contributors Schedule

Name: The Leep Foundation Inc

EIN: 26-4818874

Name	Address
Leep Investment Group LLC	5201 North Grape Road Mishawaka, IN 46545
James L Management Inc	5201 N Grape Road Mishawaka, IN 46545
HSS Automotive LLC	5201 North Grape Road Mishawaka, IN 46545
Gurley Leep Buick GMC Cadillac	5201 North Grape Rd Mishawaka, IN 46545
Capital Imports LLC dba Capital	5201 North Grape Rd Mishawaka, IN 46545
Gurley Leep Ford LLC	5201 North Grape Mishawaka, IN 46545
Gurley Leep Imports Inc	5201 North Grape Road Mishawaka, IN 46545
Mike Jr Management Inc	5201 North Grape Road Mishawaka, IN 46545
DM HON LLC	5201 North Grape Road Mishawaka, IN 46545
Leep TQC LLC	5201 North Grape Road Mishawaka, IN 46545
Gurley Leep Oldsmobile Cadillac In	5201 North Grape Road Mishawaka, IN 46545

TY 2014 Taxes Schedule

Name: The Leep Foundation Inc

EIN: 26-4818874

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID	224	224		

2014 Tax Information Statement

Payer's Name and Address:
LAKE CITY BANK
202 E. CENTER STREET
WARSAW, IN 46581-1387

Account Number: 610321010
Recipient's Tax ID Number: XX-XXX8874
Payer's Federal ID Number: 35-6569683
Payer's State ID Number:
State: IN

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
LEEP FOUNDATION INC.
C/O RICK TORRES, CONTROLLER
5302 GRAPE RD
MISHAWAKA, IN 46545-1312

2014 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is proceeds less commissions and option premiums.
Covered (Box 5 is not checked)

Description of property *(Box 1a)*

Cusip Number	Date Sold or Disposed *(Box 1c)*	Date Acquired *(Box 1b)*	Form 8949 Checkbox	Proceeds *(Box 1d)*	Cost or Other Basis *(Box 1e)*	Code if any *(Box 1f)*	Adjustments *(Box 1g)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 16)*
Short Term Sales Reported on 1099-B										
301.1336 EATON VANCE PARAMETRIC EMERGING MKT INSTITUTIONAL										
277923751	10/20/2014	Various	A	4,553.14	4,951.58		0.00	-398.44	0.00	0.00
329.0254 EATON VANCE PARAMETRIC EMERGING MKT INSTITUTIONAL										
277923751	10/20/2014	Various	A	4,974.86	5,337.28	W	362.42	0.00	0.00	0.00
160.182 EATON VANCE PARAMETRIC TAX MANAGED EMERGING MARKETS FUND										
277907606	07/17/2014	Various	A	8,307.29	7,822.00		0.00	485.29	0.00	0.00
166 447 GOLDMAN SACHS N-11 EQUITY FUND										
38145L844	01/21/2014	04/23/2013	A	1,771.00	1,925.79		0.00	-154.79	0.00	0.00
82.736 PIMCO TOTAL RETURN FUND										
693390700	01/21/2014	01/24/2013	A	889.41	929.95		0.00	-40.54	0.00	0.00
879.095 PIMCO TOTAL RETURN FUND										
693390700	10/20/2014	Various	A	9,626.09	9,613.00		0.00	13.09	0.00	0.00
1612.104 WASATCH LONG SHORT FUND *										
936793835	10/20/2014	Various	A	24,977.50	26,509.00		0.00	-1,531.50	0.00	0.00
Total Short Term Sales Reported on 1099-B				**55,099.29**	**57,088.60**		**362.42**	**-1,626.89**	**0.00**	**0.00**

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2014 Tax Information Statement

Payer's Name and Address:
LAKE CITY BANK
202 E. CENTER STREET
WARSAW, IN 46581-1387

Account Number: 610321010
Recipient's Tax ID Number: XX-XXX8874
Payer's Federal ID Number: 35-6569683
Payer's State ID Number:
State: IN

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
LEEP FOUNDATION INC.
C/O RICK TORRES, CONTROLLER
5302 GRAPE RD
MISHAWAKA, IN 46545-1312

2014 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is proceeds less commissions and option premiums.
Covered (Box 5 is not checked)

Description of property *(Box 1a)*

Cusip Number	Date Sold or Disposed *(Box 1c)*	Date Acquired *(Box 1b)*	Form 8949 Checkbox	Proceeds *(Box 1d)*	Cost or Other Basis *(Box 1e)*	Code if any *(Box 1f)*	Adjustments *(Box 1g)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 16)*
Report on Form 8949, Part I, with Box A checked										
Long Term Sales Reported on 1099-B										
160 373	DODGE & COX INCOME FUND COM									
256210105	10/20/2014	01/24/2013	D	2,234.00	2,227.58		0.00	6.42	0.00	0.00
65.254	FIDELITY HIGH INCOME FUND #455									
316146406	01/21/2014	02/14/2012	D	616.00	584.68		0.00	31.32	0.00	0.00
221.744	GOLDMAN SACHS SATELLITE STRATEGIES									
38143H332	01/21/2014	01/03/2013	D	1,805.00	1,833.82		0.00	-28.82	0.00	0.00
9.518	GOLDMAN SACHS SATELLITE STRATEGIES									
38143H332	10/20/2014	04/23/2013	D	77.00	79.67		0.00	-2.67	0.00	0.00
37.698	HARBOR CAPITAL APPRECIATION FUND									
411511504	01/21/2014	01/03/2013	D	2,168.00	1,634.59		0.00	533.41	0.00	0.00
47.707	HARBOR FUND INTERNATIONAL									
411511306	01/21/2014	01/03/2013	D	3,391.00	2,986.00		0.00	405.00	0.00	0.00
128.884	HARBOR FUND INTERNATIONAL									
411511306	10/20/2014	Various	D	8,478.01	7,769.27		0.00	708.74	0.00	0.00

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2014 Tax Information Statement

Ref: KLN

Payer's Name and Address:
LAKE CITY BANK
202 E. CENTER STREET
WARSAW, IN 46581-1387

Account Number: 610321010
Recipient's Tax ID Number: XX-XXX8874
Payer's Federal ID Number: 35-6569683
Payer's State ID Number:
State: IN

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
LEEP FOUNDATION INC.
C/O RICK TORRES, CONTROLLER
5302 GRAPE RD
MISHAWAKA, IN 46545-1312

2014 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is proceeds less commissions and option premiums.
Covered (Box 5 is not checked)

Description of property *(Box 1a)*

Cusip Number	Date Sold or Disposed *(Box 1c)*	Date Acquired *(Box 1b)*	Form 8949 Checkbox	Proceeds *(Box 1d)*	Cost or Other Basis *(Box 1e)*	Code if any *(Box 1f)*	Adjustments *(Box 1g)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 16)*
6.0	ISHARES TR RUSSELL 2000 INDEX FUND									
464287655	01/21/2014	01/03/2013	D	695.20	520.32		0.00	174.88	0.00	0.00
109.479	MAIRS & POWER GROWTH FUND									
56064V205	10/20/2014	Various	D	12,012 00	9,269.19		0.00	2,742.81	0.00	0.00
38.359	MFS VALUE I									
552983694	01/21/2014	01/03/2013	D	1,272.00	1,000.02		0.00	271.98	0.00	0.00
149.293	PIMCO SHORT TERM I									
693390601	10/20/2014	02/14/2012	D	1,478.00	1,458.59		0.00	19.41	0.00	0.00
480.52	PIMCO TOTAL RETURN FUND									
693390700	01/21/2014	Various	D	5,165.59	5,307.15		0.00	-141.56	0.00	0.00
362.104	PIMCO TOTAL RETURN FUND									
693390700	10/20/2014	01/24/2013	D	3,965.04	4,070.05		0 00	-105.01	0.00	0.00
27.596	T ROWE PRICE MID CAP GROWTH FD #64									
779556109	01/21/2014	03/19/2012	D	2,044.00	1,656.03		0 00	387.97	0.00	0.00
71.963	TEMPLETON GLOBAL BOND FUND #616									
880208400	10/20/2014	01/24/2013	D	942.00	965.02		0.00	-23.02	0.00	0 00

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2014 Tax Information Statement

Payer's Name and Address:
LAKE CITY BANK
202 E. CENTER STREET
WARSAW, IN 46581-1387

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Payer's Federal ID Number: 35-6569683
Payer's State ID Number:
State: IN

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
LEEP FOUNDATION INC.
C/O RICK TORRES, CONTROLLER
5302 GRAPE RD
MISHAWAKA, IN 46545-1312

2014 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is proceeds less commissions and option premiums.
Covered (Box 5 is not checked)

Description of property (Box 1a)

Cusip Number	Date Sold or Disposed (Box 1c)	Date Acquired (Box 1b)	Form 8949 Checkbox	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code if any (Box 1f)	Adjustments (Box 1g)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 16)
395.371	VANGUARD DIVIDEND GROWTH #57									
921908604	01/21/2014	01/03/2013	D	8,370.00	6,701.54		0.00	1,668.46	0.00	0.00
565.383	VANGUARD DIVIDEND GROWTH #57									
921908604	10/20/2014	Various	D	12,331.00	9,294.04		0.00	3,036.96	0.00	0.00
6.0	VANGUARD S&P 500 ETF									
922908363	01/21/2014	01/03/2013	D	1,007.25	801.60		0.00	205.65	0.00	0.00
274.652	VANGUARD S-T INVESTMENT GRD FD #539 ADMIRAL SHARES									
922031836	10/20/2014	02/14/2012	D	2,958.00	2,949.76		0.00	8.24	0.00	0.00
Total Long Term Sales Reported on 1099-B				**71,009.09**	**61,108.92**		**0.00**	**9,900.17**	**0.00**	**0.00**

Report on Form 8949, Part II, with Box D checked

2014 Tax Information Statement

Account Number: 610321010
Recipient's Tax ID Number: XX-XXX8874
Payer's Federal ID Number: 35-6569683
Payer's State ID Number:
State: IN

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
LEEP FOUNDATION INC.
C/O RICK TORRES, CONTROLLER
5302 GRAPE RD
MISHAWAKA, IN 46545-1312

Payer's Name and Address:
LAKE CITY BANK
202 E. CENTER STREET
WARSAW, IN 46581-1387

2014 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is proceeds less commissions and option premiums.
For noncovered securities (Box 5 is checked) shown on this statement, cost basis information is not being reported to the IRS.
Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property *(Box 1a)*

CUSIP Number	Date Sold or Disposed *(Box 1c)*	Date Acquired *(Box 1b)*	Form 8949 Checkbox	Proceeds *(Box 1d)*	Cost or Other Basis *(Box 1e)*	Code if any *(Box 1f)*	Adjustments *(Box 1g)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 16)*
Long Term Sales Reported on 1099-B										
13.462	MAIRS & POWER GROWTH FUND									
56064V205	01/21/2014	01/03/2013	E	1,492.00	1,157.73		0.00	334.27	0.00	0.00
Total Long Term Sales Reported on 1099-B				**1,492.00**	**1,157.73**		**0.00**	**334.27**	**0.00**	**0.00**

Report on Form 8949, Part II, with Box E checked

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.