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EXTENDED TO NOVEMBER 16, 2015

Return of Private Foundation

Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

LESLIE FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

738 WESTRIDGE DRIVE

A Employer identification number

68-0474709

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

PORTOLA VALLEY, CA 94028-7333

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization.

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)J Accounting method
 Cash Accrual
 Other (specify)

► \$ 34,256,715. (Part I, column (d) must be on cash basis.)

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	2,728,108.		N/A	
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	673,811.	673,811.	STATEMENT 1	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,261,637.			
b	Gross sales price for all assets on line 6a	4,719,194.			
7	Capital gain net income (from Part IV, line 2)		1,261,637.		
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)				
11	Other income	19,551.	<24,333. >	STATEMENT 2	
12	Total. Add lines 1 through 11	4,683,107.	1,911,115.	RECEIVED	0.
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages		5.		5.
15	Pension plans, employee benefits		10.		10.
16a	Legal fees	51.	0.		51.
b	Accounting fees	STMT 4	34,350.		34,350.
c	Other professional fees	STMT 5	213,661.	STATEMENT 1	21,900.
17	Interest				
18	Taxes	STMT 6	32,407.	0.	200.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 7	81,609.	81,442.	1,666.
24	Total operating and administrative expenses. Add lines 13 through 23		362,078.	273,203.	58,167.
25	Contributions, gifts, grants paid		1,643,500.		1,643,500.
26	Total expenses and disbursements. Add lines 24 and 25		2,005,578.	273,203.	1,701,667.
27	Subtract line 26 from line 12.		2,677,529.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		1,637,912.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Assets	Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only		
			End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments		1,277,285.	496,907.
	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			
	b	Investments - corporate stock	STMT 8	14,545,210.	12,261,081.
	c	Investments - corporate bonds	STMT 9	3,949,782.	4,010,563.
	11	Investments - land, buildings, and equipment basis ►			
		Less: accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 10	12,868,336.	14,889,768.
	14	Land, buildings, and equipment, basis ►			
		Less: accumulated depreciation ►			
	15	Other assets (describe ►)	STATEMENT 11)	4,151.	2,598,396.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		32,644,764.	34,256,715.
	17	Accounts payable and accrued expenses		450,000.	937,500.
	18	Grants payable		1,346,071.	1,350,404.
	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)		1,796,071.	2,287,904.
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds		0.	0.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		30,848,693.	31,968,811.
	30	Total net assets or fund balances		30,848,693.	31,968,811.
	31	Total liabilities and net assets/fund balances		32,644,764.	34,256,715.

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	30,848,693.
2	Enter amount from Part I, line 27a	2	2,677,529.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	33,526,222.
5	Decreases not included in line 2 (itemize) ► NET BOOK/TAX DIFFERENCES	5	1,557,411.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31,968,811.

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					
b	SEE ATTACHED STATEMENTS				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	4,719,194.		3,457,557.	1,261,637.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(I) FMV as of 12/31/69	(J) Adjusted basis as of 12/31/69	(K) Excess of col. (I) over col. (J), if any			
a					
b					
c					
d					
e			1,261,637.		
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	1,261,637.	
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	{ }		3	N/A	

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	1,521,712.	30,459,401.	.049959
2012	1,330,997.	26,679,998.	.049887
2011	1,221,052.	24,482,872.	.049874
2010	1,055,077.	21,164,284.	.049852
2009	847,271.	16,847,112.	.050292

2 Total of line 1, column (d)	2	.249864
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	.049973
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	33,715,756.
5 Multiply line 4 by line 3	5	1,684,877.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,379.
7 Add lines 5 and 6	7	1,701,256.
8 Enter qualifying distributions from Part XII, line 4	8	1,701,667.

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

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

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)	1 2 3 4 5	16,379.
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		
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-)		0.
3	Add lines 1 and 2		16,379.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		16,379.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	19,190.
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	24,190.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,811.
11	Enter the amount of line 10 to be <u>Credited to 2015 estimated tax</u> ►	11	0.

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>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.</i>	X	
1c	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. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>WA, CA</u>		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	X	
10	<u>Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses</u>	X	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ►	N/A	
14	The books are in care of ► DARRIN MARTIN Located at ► 770 WESTRIDGE DRIVE, PORTOLA VALLEY, CA	Telephone no ► (650) 561-1227 ZIP+4 ► 94028
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 N/A
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 ►	Yes X 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	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X 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	X 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	X 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)?	N/A	
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	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	X 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)	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?	X Yes	<input 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.)	3b	X
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

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	N/A		
Organizations relying on a current notice regarding disaster assistance check here	► <input type="checkbox"/>		
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?	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		

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 12		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

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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
NONE		

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		
3		
Total. Add lines 1 through 3		0.

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Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes	1a	34,229,194.
a Average monthly fair market value of securities	1b	
b Average of monthly cash balances	1c	
c Fair market value of all other assets	1d	34,229,194.
d Total (add lines 1a, b, and c)		
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	34,229,194.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	513,438.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,715,756.
6 Minimum investment return. Enter 5% of line 5	6	1,685,788.

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	1,685,788.
2a Tax on investment income for 2014 from Part VI, line 5	2a	16,379.
b Income tax for 2014 (This does not include the tax from Part VI)	2b	5,789.
c Add lines 2a and 2b	2c	22,168.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,663,620.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,663,620.
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	1,663,620.

Part XII**Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.	1a	1,701,667.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the:	3b	
a Suitability test (prior IRS approval required)	4	1,701,667.
b Cash distribution test (attach the required schedule)	5	16,379.
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	1,685,288.
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		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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				1,663,620.
2 Undistributed income, if any, as of the end of 2014			0.	
a Enter amount for 2013 only			0.	
b Total for prior years:				
3 Excess distributions carryover, if any, to 2014:				
a From 2009	7,074.			
b From 2010	6,662.			
c From 2011	25,326.			
d From 2012	19,954.			
e From 2013				
f Total of lines 3a through e	59,016.			
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ 1,701,667.			0.	
a Applied to 2013, but not more than line 2a			0.	
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	38,047.			1,663,620.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2014 (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:	97,063.			
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			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)	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	97,063.			
10 Analysis of line 9.				
a Excess from 2010	7,074.			
b Excess from 2011	6,662.			
c Excess from 2012	25,326.			
d Excess from 2013	19,954.			
e Excess from 2014	38,047.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED STATEMENT	NONE	PUBLIC CHARITIES	SEE ATTACHED STATEMENT	1,643,500.
Total			► 3a	1,643,500.
b Approved for future payment				
NONE				
Total			► 3b	0.

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
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	673,811.	
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	900000	43,884.	14	19,551.	
8 Gain or (loss) from sales of assets other than inventory			18	1,261,637.	
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)		43,884.		1,954,999.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,998,883.
(See worksheet in line 13 instructions to verify calculations)					

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).
N/A	
	</

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

- Attach to Form 990, Form 990-EZ, or Form 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****LESLIE FAMILY FOUNDATION****Employer identification number****68-0474709****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 organizationForm 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 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

LESLIE FAMILY FOUNDATION

Employer identification number

68-0474709

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	THE LESLIE 2005 LEAD ANNUITY TRUST 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	\$ 1,026,485.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	THE LESLIE LEAD ANNUITY TRUST 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	\$ 1,701,623.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

LESLIE FAMILY FOUNDATION

68-0474709

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

Employer identification number

LESLIE FAMILY FOUNDATION

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 info once.) ► \$ _____
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
				(e) Transfer of gift		
(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
				(e) Transfer of gift		
(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

LESLIE FAMILY FOUNDATION (EIN: 68-0474709)

2014 990-PF

PART XV, LINE 3

2014 GRANTS PAID

Recipient	Address	Purpose	Amount
A Foundation Building Strength	3825 El Camino Real Palo Alto, CA 94306	General Support	1,000
Acknowledge Alliance	2483 Old Middlefield Way, Suite 208 Mountain View, CA 94043	General Support	15,000
Adolescent Counseling Services	1717 Embarcadero Road, Suite 4000 Palo Alto, California 94303	General Support	30,000
ALearn	3777 Stevens Creek Boulevard Suite 330 Santa Clara, CA 95051	General Support	25,000
American Diabetes Association	111 West St. John Street, Suite 1150 San Jose, CA 95113	General Support	1,000
American Friends of the Reut Institute	8383 Wilshire Blvd , Suite 400 Beverly Hills, CA 90211	General Support	1,000
American Jewish World Services	45 West 36th Street, 11th Floor New York, NY 10018	General Support	25,000
Bay Area Jewish Healing Center	2530 Taraval Street, Suite 202 San Francisco, CA 94116	General Support	500
Bend The Arc	39 Drumm Street, 4th Floor San Francisco, CA 94111	General Support	500
B'nai B'rith Hillel	2736 Bancroft Way Berkeley, CA 94704	General Support	500
Boys and Girls Club of America	401 Pierce Road Menlo Park, CA 94025	General Support	2,500
Brady Center to Prevent Gun Violence	840 First Street, NE, Suite 400 Washington, DC 20002	General Support	2,500
Breast Cancer Connections	2335 El Camino Real Palo Alto, CA 94306	General Support	1,000
Breck School	123 Ottawa Avenue North Golden Valley, MN 55422	General Support	250
Camp Ramah in Wisconsin	65 E Wacker Place, Suite 1200 Chicago, IL 60601	General Support	5,000
Camp Tawonga	131 Steuart Street, Suite 460 San Francisco, CA 94105	General Support	100,000
Camp Tawonga	131 Steuart Street, Suite 460 San Francisco, CA 94105	General Support	7,000
Center for Learning and Leadership	440 Park Avenue South 4th Floor New York, NY 10016	General Support	1,000
Challenge Success	P O Box 20053 Stanford, CA 94308	General Support	2,500
Children's Health Council	650 Clark Way Palo Alto, CA 94304	General Support	25,000
Colorado China Council	4556 Apple Way Boulder, CO 80301	General Support	3,000
Columbia Business School	33 West 60th Street, 7th Floor New York, NY 10023	General Support	2,500
Community Health Awareness Council	590 W El Camino Real Mountain View, CA 94040	General Support	25,000
Community Health Partnership, Inc	100 North Winchester Boulevard, Suite 250 Santa Clara, CA 95050	General Support	25,000
Community Services Agency	Development Department 204 Sterlin Road Mountain View, CA 94043	General Support	2,000
Computers for Youth	San Francisco Bay Area 400 Mitchell Lane Palo Alto, CA 94301	General Support	15,000
CongoVoice	2805 St. James Drive Belmont, CA 94002	General Support	1,000
Congregation Beth Am	26790 Arastradero Rd Los Altos Hills, CA 94022	General Support	500
Congregation Beth Jacob	1550 Alameda de Las Pulgas Redwood City, CA 94061	General Support	1,500
Congregation Etz Chayim	4161 Alma Street Palo Alto, CA 94306	General Support	500
Education Pioneers	1625 Clay Street, 3rd Floor Oakland, CA 94612	General Support	50,000
Educators for Fair Consideration	c/o Community Initiatives 354 Pine Street, Ste 700 San Francisco, CA 94104	General Support	50,000
Equal Justice Initiative	122 Commerce St. Montgomery, Alabama 36104	General Support	1,000
Exponent Philanthropy	1720 N Street, NW Washington, DC 20036	General Support	1,000
Fistula Foundation	19022 The Alameda, Suite 500 San Jose, CA 95126-1427	General Support	1,000
Fools Fury Theater	925 Mission Street, Suite 109 San Francisco, CA 94103	General Support	500
Foundation for Jewish Camp	253 West 35th Street, 4th Floor New York, NY 10001	General Support	2,000
Friendship Circle	3900 Fabian Way Palo Alto, CA 94303	General Support	1,000
Full Circle Farm	1055 Dunford Way Sunnyvale, CA 94087	General Support	500
Futures Without Violence	100 Montgomery Street, The Presidio San Francisco, CA 94129	General Support	1,000
Gideon Hausner Jewish Day School	450 San Antonio Road Palo Alto, CA 94306	General Support	50,000
Gideon Hausner Jewish Day School	450 San Antonio Road Palo Alto, CA 94306	General Support	9,000
Girls Leadership Institute	111 Myrtle Street, Suite 101 Oakland, CA 94607	General Support	1,000
Glow Foundation	275 5th Street San Francisco, CA 94103	General Support	7,500
Glow Foundation	275 5th Street San Francisco, CA 94103	General Support	17,500
Green Scholars Program	P O Box 3134 San Jose, CA 95256	General Support	10,000
Harvard Business School	Development Operations Teele Hall 230 Western Avenue Allston, MA 02134	General Support	5,000
Hazon	121 Steuart Street San Francisco, CA 94118	General Support	20,000
Hebrew Free Loan Association	131 Steuart Street, Suite 520 San Francisco, CA 94105	General Support	10,000
Hillel Foundation at Stanford	P O Box 20526 Stanford, CA 94309	General Support	500
Human Investment Project	364 South Railroad Avenue San Mateo, CA 94401	General Support	1,000
InnVision Shelter Network	181 Constitution Drive Menlo Park, CA 94025	General Support	1,000
Jewish Community Federation	121 Steuart Street San Francisco, CA 94105	General Support	15,000
Jewish Community Federation	121 Steuart Street San Francisco, CA 94105	General Support	50,000
Jewish Community Federation Teen Center	S Peninsula Jewish Teen Foundation 121 Steuart Street San Francisco, CA 94105	General Support	500
Jewish Community Federation-WA	Women's Philanthropy 121 Steuart Street San Francisco, CA 94105	General Support	7,500

LESLIE FAMILY FOUNDATION (EIN: 68-0474709)

2014 990-PF

PART XV, LINE 3

2014 GRANTS PAID

Recipient	Address	Purpose	Amount
Jewish Family and Children's Services	The Miriam Schultz Grunfeld Building 2150 Post Street San Francisco, CA 94115	General Support	2,500
Jewish Study Network	3921 Fabian Way Palo Alto, CA 94303	General Support	1,000
JobTrain Incorporated	1200 O'Brien Drive Menlo Park, California 94025	General Support	25,000
John W. Gardner Center	for Youth and Their Communities Stanford University School of Education 365 Lasuen Street Stanford, CA 94305-3083	General Support	500
Jose Valdes Math Institute Foundation	4848 San Felipe Road, #150-213 San Jose, CA 95135	General Support	15,000
Juma Ventures	131 Stuart Street, Suite 201 San Francisco, CA 94105	General Support	15,000
Junior Achievement of Northern California	1617 The Alameda, Suite 205 San Jose, CA 95126	General Support	25,000
Kara	457 Kingsley Avenue Palo Alto, CA 94301	General Support	1,000
Kidpower org	P O Box 1212 Santa Cruz, CA 95061	General Support	500
KPFA 94.1 FM	1929 Martin Luther King Jr Way Berkeley, CA 94704	General Support	500
KQED, 88.5 FM Radio	2601 Mariposa Street San Francisco, CA 94110	General Support	750
Lava Mae/Tides	P O Box 29198 San Francisco, CA 94129	General Support	1,750
Level Playing Field Institute	2201 Broadway, Suite 101 Oakland, CA 94612	General Support	30,000
Living Classroom	P O Box 3501 Los Altos, CA 94024	General Support	1,000
Magen David Adom in Israel	6505 Wilshire Blvd, Suite 650 Los Angeles, CA 90048	General Support	1,000
Mayview Community Health Center	270 Grant Avenue Palo Alto, CA 94306	General Support	25,000
Mazon A Jewish Response to Hunger	10495 Santa Monica Boulevard, #100 Los Angeles, CA 90025	General Support	1,250
Meira Academy	3921 Fabian Way Palo Alto, CA 94303	General Support	1,000
Menlo Park-Atherton Education Foundation	P O Box 584 Menlo Park, CA 94026	General Support	7,500
Michael's Mission	24 Johnson Place Rye, NY 10580	General Support	1,000
My New Red Shoes	330 Twin Dolphin Drive Suite 135 Redwood City, CA 94065	General Support	250
NatureBridge	28 Geary Street, Suite 650 San Francisco, CA 94108	General Support	1,000
New York University	NYU Entrepreneurial Institute P O Box 2251 New York, NY 10117	General Support	5,000
Okizu Foundation	16 Digital Drive, Suite 130 Novato, CA 94949	General Support	500
Opportunity Fund	111 West St. John Street, Suite 800 San Jose, CA 95113	General Support	200,000
Oshman Family JCC	3921 Fabian Way Palo Alto, CA 94303	General Support	50,000
PETA	501 Front St Norfolk, VA 23510	General Support	1,000
Pie Ranch	P O Box 363 Pescadero, CA 94060	General Support	500
Planned Parenthood	1605 The Alameda San Jose, CA 95126	General Support	1,000
Portola Valley School Foundation	4575 Alpine Road Portola Valley, CA 94028	General Support	1,000
Positive Resource Center	785 Market Street, 10th Floor San Francisco, CA 94103	General Support	1,000
Prader-Willi Syndrome Association	8588 Potter Park Drive, Suite 500 Sarasota, Florida, 34238	General Support	1,000
Ravenswood Education Foundation	P O Box 396 Menlo Park, CA 94026	General Support	5,000
Ravenswood Family Health Center	1885 Bay Road East Palo Alto, CA 94303	General Support	45,000
Reboot	44 West 28th Street, 8th Floor New York, NY 10001	General Support	2,000
Rebuilding Together	841 Kaynyns Street Redwood City, CA 94063	General Support	500
Redwood City Education Foundation	P O Box 3046 Redwood City, CA 94064	General Support	1,000
Redwood City Girls Softball League	P O Box 717 Redwood City, CA 94064	General Support	1,000
RotaCare Bay Area, Incorporated	Sobrato Center for Nonprofits 514 Valley Way Milpitas, CA 95035	General Support	40,000
Samantan House	4031 Pacific Blvd San Mateo, CA 94403	General Support	1,000
San Francisco Symphony	Davies Symphony Hall 201 Van Ness Avenue San Francisco, CA 94102	General Support	1,000
Science is Elementary	650 Rosewood Court Los Altos, CA 94024	General Support	15,000
Second Harvest Food Bank	4001 North First Street San Jose, CA 95134	General Support	2,000
Shelter Network	181 Constitution Drive Menlo Park, CA 94025	General Support	1,000
Sierra Club Foundation	85 Second Street, 2nd Floor San Francisco, CA 94105	General Support	500
Silicon Valley Jewish Film Festival	P O Box 2190 Cupertino, CA 95015	General Support	1,000
Sojourn to the Past	300 Piedmont Avenue Room 412 San Bruno, CA 94066	General Support	1,250
Stanford Graduate School of Business	Center for Entrepreneurial Studies 655 Knight Way Stanford, CA 94305	General Support	5,000
Stanford Graduate School of Education	Teacher Ed Program 485 Lasuen Mall Stanford, CA 94305-3009	General Support	500
Stanford Jazz Workshop	P O Box 20454 Stanford, CA 94309	General Support	1,500
Surmang Foundation	13536 Gold Hill Road Boulder, CO 80302	General Support	1,000
Taube Koret Campus for Jewish Life	3921 Fabian Way Palo Alto, CA 94303	General Support	345,000
Taube Koret Campus for Jewish Life	3921 Fabian Way Palo Alto, CA 94303	General Support	17,500
TeenForce	344 Bean Avenue Los Gatos, CA 95030	General Support	1,000
The Health Trust	3180 Newberry Drive, Suite 200 San Jose, CA 95118	General Support	30,000
The OpEd Project	175 Vanck Street New York, NY 10014	General Support	1,000

LESLIE FAMILY FOUNDATION (EIN: 68-0474709)

2014 990-PF

PART XV, LINE 3

2014 GRANTS PAID

Recipient	Address	Purpose	Amount
The Trust for Hidden Villa	26870 Moody Road Los Altos Hills, CA 94022-4209	General Support	1,500
The V Foundation	176 Main Street, Suite D St. Helena, CA 94574	General Support	1,000
Trust for Conservation Innovation	Kitchen Table Advisors 150 Post Street, Suite 342 San Francisco, CA 94108	General Support	3,000
University of California Berkeley	Gift Operations P O Box 774 Berkeley, CA 94701	General Support	1,000
Upstart Bay Area	560 Mission Street, Suite 1395 San Francisco, CA 94105	General Support	25,000
Urban Adamah	1050 Parker St. Berkely, CA 94710	General Support	5,000
VA Palo Alto Health Care System	Fisher House of Palo Alto 3801 Miranda Ave Palo Alto, CA 94304	General Support	3,000
V-Day	111 E 14th St #188 New York, NY 10003	General Support	1,000
Washington U Physical Therapy Program	Physical Therapy Program Campus Box 8502 4444 Forest Park Boulevard, Room 1101	General Support	1,000
Wikimedia Foundation, Inc	P O Box 98204 Washington, DC 20090	General Support	1,000
Widernes Torah	2095 Rose Street, Suite 202 Berkeley, CA 94709	General Support	25,000
Widernes Torah	2095 Rose Street, Suite 202 Berkeley, CA 94709	General Support	2,000
		Total Contributions	1,643,500

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 FROM K-1 - GCM GROSVENOR PRIVATE EQUITY PARTNERS	P	VARIOUS	VARIOUS
b FROM K-1 - GCM GROSVENOR PRIVATE EQUITY PARTNERS	P	VARIOUS	VARIOUS
c FROM K-1 - REGIS INVESTORS 2004-1 LLC	P	VARIOUS	VARIOUS
d FROM K-1 - NV PARTNERS IV LP	P	VARIOUS	VARIOUS
e FROM K-1 - NV PARTNERS IV LP	P	VARIOUS	VARIOUS
f FROM K-1 - RGI ALTERNATE-1, LP	P	VARIOUS	VARIOUS
g FROM K-1 - REDWOOD GROVE INTERNATIONAL LFROM K-1	P	VARIOUS	VARIOUS
h FROM K-1 - GRYPHON INTERNATIONAL EAFE GROWTH FUND	P	VARIOUS	VARIOUS
i FROM K-1 - GRYPHON INTERNATIONAL EAFE GROWTH FUND	P	VARIOUS	VARIOUS
j 342.31 SHS OF WHIPPOORWILL OFFSHORE DISTRESSED OP	P	VARIOUS	07/01/14
k 43.33 SHS OF WHIPPOORWILL OFFSHORE DISTRESSED OPP	P	VARIOUS	08/01/14
l FROM K-1 - BURGUNDY FUNDS DST	P	VARIOUS	VARIOUS
m FROM K-1 - BURGUNDY FUNDS DST	P	VARIOUS	VARIOUS
n FROM K-1 - RGI USRE INVESTMENTS, LP	P	VARIOUS	VARIOUS
o FROM K-1 - RGI USRE INVESTMENTS, LP	P	VARIOUS	VARIOUS

(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 170.			170.
b 43,256.			43,256.
c 87,265.			87,265.
d 2,624.			2,624.
e <78,987.>			<78,987.>
f <4,973.>			<4,973.>
g 18,330.			18,330.
h 4,296.			4,296.
i 469,231.			469,231.
j 389,436.		433,482.	<44,046.>
k 49,843.		54,871.	<5,028.>
l <703.>			<703.>
m 43,639.			43,639.
n 169.			169.
o 33,084.			33,084.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(I) Losses (from col (h))
Gains (excess of col (h) gain over col (k),
but not less than "-0-")

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			170.
b			43,256.
c			87,265.
d			2,624.
e			<78,987.>
f			<4,973.>
g			18,330.
h			4,296.
i			469,231.
j			<44,046.>
k			<5,028.>
l			<703.>
m			43,639.
n			169.
o			33,084.

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

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

3

LESLIE FAMILY FOUNDATION

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.)
a FROM K-1 - THE COLCHESTER INTERNATIONAL BOND FUND			P	VARIOUS	VARIOUS
b FROM K-1 - THE COLCHESTER INTERNATIONAL BOND FUND			P	VARIOUS	VARIOUS
c SHORT TERM CAPITAL GAINS - SEE STMT ATTACHED			P	VARIOUS	VARIOUS
d LONG TERM CAPITAL GAINS - SEE STMT ATTACHED			P	VARIOUS	VARIOUS
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
(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 4,219.			4,219.		
b 17,427.			17,427.		
c 283,942.		268,877.	15,065.		
d 3,356,926.		2,700,327.	656,599.		
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(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			4,219.		
b			17,427.		
c			15,065.		
d			656,599.		
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
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	1,261,637.	
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			3	N/A	

Leslie Family Foundation

EIN: 68-0474709

Tax Year 2014

Realized Gains and Losses

Quantity	Security Description	Purchase Date	Sale Date	Proceeds	Cost Basis	Short Term Gain	Long Term Gain	Term
210	EXPRESS SCRIPTS HLDG CO	01/07/14	01/31/14	15,621.56	14,566.87	954.69	-	S
95	M & T BANK CORPORATION	08/22/13	01/31/14	10,592.97	11,289.31	(696.34)	-	S
115	STERICYCLE INC	01/07/14	01/31/14	13,433.63	13,360.31	73.32	-	S
170	E M C CORP MASS	10/24/13	01/31/14	4,124.20	4,060.15	64.05	-	S
540	E M C CORP MASS	04/12/13	01/31/14	13,100.38	12,526.57	573.81	-	S
99	BERKSHIRE HATHAWAY B NEW CLASS B	01/07/14	01/31/14	11,027.74	11,517.03	(489.29)	-	S
126	BERKSHIRE HATHAWAY B NEW CLASS B	01/23/14	01/31/14	14,035.30	14,319.52	(284.22)	-	S
75	PERRIGO CO PLC F US SHARES	12/19/13	01/31/14	11,639.18	11,650.47	(11.29)	-	S
169	BERKSHIRE HATHAWAY B NEW CLASS B	01/23/14	05/08/14	21,376.09	19,206.34	2,169.75	-	S
70	PERRIGO CO PLC F US SHARES	12/19/13	10/07/14	10,508.47	10,873.77	(365.30)	-	S
55	BERKSHIRE HATHAWAY B NEW CLASS B	01/23/14	11/13/14	8,022.50	6,250.58	1,771.92	-	S
470	COGNIZANT	08/07/14	12/10/14	24,427.83	20,869.90	3,557.93	-	S
75	CORE LABOR	10/14/14	12/10/14	8,339.87	10,179.21	(1,839.34)	-	S
140	LKQ CORP C	02/07/14	12/10/14	4,085.03	3,914.91	170.12	-	S
240	LKQ CORP C	08/19/14	12/10/14	7,002.91	6,521.54	481.37	-	S
15	LKQ CORP C	08/18/14	12/10/14	437.68	406.23	31.45	-	S
255	MEAD JOHNS	03/06/14	12/10/14	25,932.01	21,194.14	4,737.87	-	S
140	NATIONAL O	12/09/14	12/10/14	8,809.21	9,014.15	(204.94)	-	S
50	PERRIGO CO	12/19/13	12/10/14	7,920.47	7,766.98	153.49	-	S
45	QUALCOMM I	11/13/14	12/10/14	3,248.27	3,178.89	69.38	-	S
265	QUALCOMM I	07/28/14	12/10/14	19,128.67	20,080.87	(952.20)	-	S
125	SCHLUMBERG	12/09/14	12/10/14	10,329.73	10,535.48	(205.75)	-	S
95	STERICYCLE	01/07/14	12/10/14	12,434.22	11,036.77	1,397.45	-	S
70	VISA INC C	05/05/14	12/10/14	18,364.18	14,456.90	3,907.28	-	S
Short Term Totals				283,942.10	268,876.89	15,065.21	-	
20	Canadian Pacific	06/25/08	09/30/14	4,209.95	1,336.38	-	2,873.57	L
130	AMEX	01/01/13	01/07/14	11,596.12	5,178.85	-	6,417.27	L
23	Google	06/19/09	01/07/14	26,069.62	9,606.37	-	16,463.25	L
405	AMEX	10/06/10	01/23/14	36,003.83	15,487.12	-	20,516.71	L
117	VISA	06/19/09	01/23/14	26,678.86	7,168.84	-	19,510.02	L
125	EXPRESS SCRIPTS HLDG CO	09/16/11	01/31/14	9,298.55	5,124.89	-	4,173.66	L
15	CUMMINS INC	06/27/11	01/31/14	1,905.24	1,466.38	-	438.86	L
170	MONSTER BEVERAGE CORP	10/26/12	01/31/14	11,525.69	7,783.90	-	3,741.79	L
145	GILEAD SCIENCES INC	06/11/10	01/31/14	11,667.99	2,504.34	-	9,163.65	L
5	EXPRESS SCRIPTS HLDG CO	10/06/11	01/31/14	371.94	194.19	-	177.75	L
5	PRICELINE COM INC NEW	10/11/12	01/31/14	5,697.36	2,992.06	-	2,705.30	L
140	VARIAN MEDICAL SYSTEMS	06/19/09	01/31/14	11,366.13	5,258.72	-	6,107.41	L
30	NATIONAL OILWELL VARCO	09/26/11	01/31/14	2,237.98	1,641.30	-	596.68	L
30	NATIONAL OILWELL VARCO	06/26/12	01/31/14	2,237.99	1,780.73	-	457.26	L
25	VISA INC CL A CLASS A	06/19/09	01/31/14	5,401.24	1,531.80	-	3,869.44	L
65	CUMMINS INC	06/08/12	01/31/14	8,256.03	6,282.34	-	1,973.69	L
110	QUALCOMM INC	09/13/11	01/31/14	8,137.91	5,678.59	-	2,459.32	L
110	QUALCOMM INC	05/02/12	01/31/14	8,137.92	7,038.82	-	1,099.10	L
110	VERISK ANALYTICS INC CLA CLASS A	08/22/11	01/31/14	7,005.19	3,548.66	-	3,456.53	L
110	SCHLUMBERGER LTD F	09/26/11	01/31/14	9,664.61	6,936.56	-	2,728.05	L
45	COGNIZANT TECH SOL CL A	08/15/11	01/31/14	4,377.19	2,865.72	-	1,511.47	L
10	GOOGLE INC CLASS A	06/19/09	01/31/14	11,788.04	4,176.68	-	7,611.36	L
9	APPLE INC	01/25/13	01/31/14	4,483.50	4,008.27	-	475.23	L
140	COGNIZANT TECH SOL CL A	05/07/12	01/31/14	13,617.94	7,839.93	-	5,778.01	L
25	COACH INC	07/13/12	01/31/14	1,177.56	1,425.23	-	(247.67)	L
570	MONSTER BEVERAGE CORP	10/26/12	03/06/14	41,719.45	26,098.96	-	15,620.49	L
480	GILEAD SCIENCES INC	06/11/10	04/17/14	33,711.26	8,290.24	-	25,421.02	L
37	APPLE INC	05/01/13	05/05/14	22,094.06	12,179.69	-	9,914.37	L
221	CUMMINS INC	05/01/13	05/05/14	33,175.22	20,173.12	-	13,002.10	L
20	APPLE INC	06/19/09	05/08/14	11,725.52	2,766.17	-	8,959.35	L
075	DNOW	09/26/11	06/02/14	26.03	16.59	-	9.44	L
310	APPLE INC	06/19/09	07/09/14	29,670.19	6,125.09	-	23,545.10	L
241	APPLE INC	06/19/09	10/23/14	25,284.52	4,761.77	-	20,522.75	L
130	BERKSHIRE HATHAWAY B NEW CLASS B	01/14/11	11/13/14	18,962.28	10,563.57	-	8,398.71	L
2075	EMC	11/01/13	11/21/14	62,164.36	36,228.31	-	25,936.05	L
50	NUTRI SYSTEM INC	06/30/09	02/05/14	710.39	725.00	-	(14.61)	L
100	NUTRI SYSTEM INC	06/26/09	02/05/14	1,420.78	1,447.99	-	(27.21)	L
100	NUTRI SYSTEM INC	06/22/09	02/05/14	1,420.77	1,352.90	-	67.87	L
50	NUTRI SYSTEM INC	06/30/09	02/04/14	711.35	725.00	-	(13.65)	L
500	VIROPHARMA INC XXX CASH MERGER @ \$50/SH EFF 01/27/14	06/22/09	01/30/14	25,000.00	2,904.50	-	22,095.50	L
25	VIROPHARMA INC XXX CASH MERGER @ \$50/SH EFF 01/27/14	06/26/09	01/30/14	1,250.00	146.00	-	1,104.00	L
5	Costar Grou	05/11/10	05/05/14	807.75	214.10	-	593.65	L
50	Genthern	06/30/09	05/05/14	1,968.76	306.00	-	1,662.76	L
25	Open Text	06/26/09	05/05/14	1,241.27	455.45	-	785.82	L
50	Trimble Navi	06/26/09	05/05/14	1,919.66	494.45	-	1,425.21	L
10	Costar Grou	05/11/10	06/03/14	1,580.98	428.20	-	1,152.78	L
50	Genthern	06/30/09	06/03/14	1,986.21	306.00	-	1,680.21	L
25	Middleby Corp	05/11/10	06/03/14	6,244.36	1,508.25	-	4,736.11	L
50	Trimble Navi	06/26/09	06/03/14	1,815.05	494.45	-	1,320.60	L
500	TW Telecom	05/01/13	06/23/14	20,441.55	6,682.80	-	13,758.75	L
400	Cbeyond	07/01/13	07/21/14	4,000.00	5,957.05	-	(1,957.05)	L

Leslie Family Foundation
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 Realized Gains and Losses

Quantity	Security Description	Purchase Date	Sale Date	Proceeds	Cost Basis	Short Term Gain	Long Term Gain	Term
900	TW Telecom	11/01/13	11/03/14	9,000 00	-	-	9,000 00	L
630	Level 3	11/01/13	11/24/14	31,334 63	9,328 08	-	22,006 55	L
261416 42	Virtus	12/01/13	12/11/14	2,616,748 38	2,364,031 96	-	252,716 42	L
300	Liquidity Services	04/19/13	12/11/14	2,309 47	9,545 37	-	(7,235 90)	L
105	APPLE INC	06/19/09	12/09/14	11,901 88	2,074 63	-	9,827 25	L
145	APPLE INC	06/19/09	12/10/14	16,402 44	2,864 96	-	13,537 48	L
155	BERKSHIRE	01/14/11	12/10/14	23,361 17	12,595 02	-	10,766 15	L
35	COGNIZANT	05/07/12	12/10/14	1,819 09	979 99	-	839 10	L
75	CORE LABOR		12/10/14	-	(1,839 34)	-	1,839 34	L
240	E M C CORP	06/19/09	12/10/14	7,114 22	3,155 98	-	3,958 24	L
170	EXPRESS SC	10/06/11	12/10/14	14,386 73	6,602 63	-	7,784 10	L
55	EXPRESS SC	06/19/09	12/10/14	4,654 53	1,836 89	-	2,817 64	L
95	M & T BANK	08/22/13	12/10/14	11,987 79	11,289 30	-	698 49	L
10	M & T BANK	12/09/13	12/10/14	1,261 87	1,152 72	-	109 15	L
158	NOW INC CO	09/26/11	12/10/14	3,634 85	3,495 08	-	139 77	L
80	VARIAN MED	06/19/09	12/10/14	7,042 99	3,004 99	-	4,038 00	L
Long Term Totals				3,356,926 19	2,700,326 58	-	656,599 61	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 -					
BURGUNDY FUNDS DST	18,804.	0.	18,804.	18,804.	
FROM K-1 - GCM					
GROSVENOR PRIVATE					
EQUITY PARTNERS	3,691.	0.	3,691.	3,691.	
FROM K-1 - GRYPHON					
INTERNATIONAL EAFE					
GROWTH FUND	61,161.	0.	61,161.	61,161.	
FROM K-1 - NV					
PARTNERS IV LP	1,425.	0.	1,425.	1,425.	
FROM K-1 - REDWOOD					
GROVE					
INTERNATIONAL LP	895.	0.	895.	895.	
FROM K-1 - REGIS					
INVESTORS 2004-1,					
LLC	3,679.	0.	3,679.	3,679.	
FROM K-1 - RGI					
ALTERNATE	2,127.	0.	2,127.	2,127.	
FROM K-1 - RGI					
IW-CAYMAN, LP	0.	0.	0.	0.	
FROM K-1 - RGI					
USRE INVESTMENTS,					
LP	324.	0.	324.	324.	
FROM K-1 - THE					
COLCHESTER					
COMBINED GLOBAL	82,338.	0.	82,338.	82,338.	
PORTFOLIO					
DIVIDENDS &					
CAPITAL GAIN	499,367.	0.	499,367.	499,367.	
TO PART I, LINE 4	673,811.	0.	673,811.	673,811.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME FROM GCM GROSVENOR			
PRIVATE EQUITY PARTNERS III, LP	3.	3.	
OTHER INCOME FROM GCM GROSVENOR			
PRIVATE EQUITY PARTNERS III, LP	4,962.	<2,167.>	
OTHER INCOME FROM REGIS INVESTORS			
2004-1, LLC	<81.>	1.	

LESLIE FAMILY FOUNDATION

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OTHER INCOME FROM REDWOOD GROVE INTERNATIONAL LP	25,595.	<11,242.>
OTHER INCOME FROM RGI ALTERNATE-1, LP	929.	929.
OTHER INCOME FROM GRYPHON INTERNATIONAL EAFE GROWTH FUND	320.	320.
OTHER INCOME FROM THE COLCHESTER COMBINED GLOBAL AND LOCAL MARKETS BOND FUND	<12,186.>	<12,186.>
OTHER INCOME FROM BURGUNDY FUND DST	9.	9.
TOTAL TO FORM 990-PF, PART I, LINE 11	19,551.	<24,333.>

FORM 990-PF	LEGAL FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	51.	0.		51.
TO FORM 990-PF, PG 1, LN 16A	51.	0.		51.

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/AUDIT FEES	34,350.	0.		34,350.
TO FORM 990-PF, PG 1, LN 16B	34,350.	0.		34,350.

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
INVESTMENT MANAGEMENT FEES	191,473.	191,473.		0.
CONSULTANT FEES	21,900.	0.		21,900.
CUSTODIAL FEES	288.	288.		0.
TO FORM 990-PF, PG 1, LN 16C	213,661.	191,761.		21,900.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD FROM GCM GROSVENOR PRIVATE EQUITY PARTNERS III, LP	54.	0.		0.
LICENSES AND PERMITS	200.	0.		200.
EXCISE TAXES	8,551.	0.		0.
FOREIGN TAXES WITHHELD FROM REDWOOD GROVE INTERNATIONAL, LP	7,477.	0.		0.
PORTFOLIO FOREIGN TAXES WITHHELD	4,230.	0.		0.
FOREIGN TAXES WITHHELD FROM GRYPHON INTERNATIONAL EAFE GROWTH FUND	11,544.	0.		0.
FOREIGN TAXES WITHHELD FROM BURGUNDY FUND	202.	0.		0.
FOREIGN TAXES WITHHELD FROM THE COLCHESTER COMBINED GLOBAL AND LOCAL	149.	0.		0.
TO FORM 990-PF, PG 1, LN 18	<u>32,407.</u>	<u>0.</u>		<u>200.</u>

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	725.	0.		725.
DEDUCTIONS FROM GCM GROSVENOR PRIVATE EQUITY PARTNERS III, LP	4,826.	4,826.		0.
DEDUCTIONS FROM REGIS 2004-1 LLC	5,303.	5,303.		0.
DEDUCTIONS FROM NV PARTNERS IV LP	23,022.	23,022.		0.
DEDUCTIONS FROM RGI IW-CAYMAN, LP	154.	154.		0.
DEDUCTIONS FROM REDWOOD GROVE INTERNATIONAL LP	344.	344.		0.
DEDUCTIONS FROM RGI ALTERNATE-1, LP	629.	629.		0.
REIMBURSED EXPENSES	408.	408.		0.
MISCELLANEOUS EXPENSES	<1,499.>	0.		0.

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DEDUCTIONS FROM GRYPHON INTERNATIONAL EAFE GROWTH FUND	21,587.	21,587.	0.
D&O INSURANCE	725.	0.	725.
DEDUCTIONS FROM BURGUNDY FUNDS DST	12,628.	12,628.	0.
DEDUCTIONS FROM RGI USRE INVESTMENTS, LP	860.	860.	0.
DEDUCTIONS FROM THE COLCHESTER COMBINED GLOBAL AND LOCAL MARKETS BOND FUND SUPPLIES	11,681. 216.	11,681. 0.	0. 216.
TO FORM 990-PF, PG 1, LN 23	81,609.	81,442.	1,666.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCH WEDGEWOOD 8697-3989	1,399,385.	1,399,385.
SCH DISCIPLINED 9595-1680	1,103,673.	1,103,673.
SCH SOUTHEASTERN 1455-8250	0.	0.
SCH WENTWORTH 2993-7149	1,138,753.	1,138,753.
GRYPHON INTERNATIONAL	0.	0.
BURGUNDY ASSET MANAGEMENT	1,183,948.	1,183,948.
VIRTUS CLAT 6867-0897	0.	0.
SCH LRG CAP 5435-3143	0.	0.
FUND LARGE CAP 136855	3,421,774.	3,421,774.
LONGLEAF 136854	1,401,245.	1,401,245.
THORNBURG 136848	2,612,303.	2,612,303.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,261,081.	12,261,081.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INFLATION VANGUARD 9052-7287	949,429.	949,429.
WHIPPOORWILL	617,949.	617,949.
DOMESTIC CLAT PIMCO 9366-6553	2,443,185.	2,443,185.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,010,563.	4,010,563.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GCM GROSVENOR PRIVATE EQUITY	FMV	184,814.	184,814.
PARTNERS III			
REGIS 2004-1 LLC	FMV	152,724.	152,724.
FINTAN	FMV	66,946.	66,946.
NV PARTNERS IV LP	FMV	1,011,095.	1,011,095.
REDWOOD GROVE LP	FMV	319,986.	319,986.
COLCHESTER GLOBAL BONDS	FMV	1,719,083.	1,719,083.
VARDEN PACIFIC OPPORTUNITY	FMV	1,572,997.	1,572,997.
QFR VICTORIA FUND	FMV	957,601.	957,601.
SPM CORE	FMV	1,696,850.	1,696,850.
LITESPEED	FMV	1,364,469.	1,364,469.
WHITEBOX	FMV	1,553,930.	1,553,930.
TIGER VEDA	FMV	921,981.	921,981.
TRICADIA CREDIT	FMV	1,649,532.	1,649,532.
STANDARD GENERAL	FMV	1,717,760.	1,717,760.
TOTAL TO FORM 990-PF, PART II, LINE 13		14,889,768.	14,889,768.

FORM 990-PF

OTHER ASSETS

STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
TAX RECEIVABLE	4,151.	14,600.	14,600.
REDEMPTIONS RECEIVABLE	0.	2,583,796.	2,583,796.
TO FORM 990-PF, PART II, LINE 15	4,151.	2,598,396.	2,598,396.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARK LESLIE 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	CHAIRMAN 0.00	0.	0.	0.
DEBRA A. LESLIE 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	DIRECTOR 0.00	0.	0.	0.
SETH P. LESLIE 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	SECRETARY 0.00	0.	0.	0.
JOSHUA M. LESLIE 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	TREASURER 0.00	0.	0.	0.
SHARON LESLIE 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	DIRECTOR 0.00	0.	0.	0.
SARA LESLIE 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	DIRECTOR 0.00	0.	0.	0.
DARRIN MARTIN 738 WESTRIDGE DRIVE PORTOLA VALLEY, CA 94028	PRESIDENT 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 13

NAME OF MANAGER

MARK LESLIE
DEBRA A. LESLIE