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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 09-01-2014 , and ending 08-31-2015

Name of foundation
THE LEIGHTY FOUNDATION

A Employer identification number
42-1264476

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 20993

B Telephone number (see instructions)
(907) 586-1426

City or town, state or province, country, and ZIP or foreign postal code
JUNEAU, AK 99802

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 6,004,353

J Accounting method ☐ Cash ☐ Accrual
☑ Other (specify) MODIFIED CASH
(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)	90,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	27,210	27,210		
	4	Dividends and interest from securities	125,045	125,045		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	748,015			
	b	Gross sales price for all assets on line 6a 2,004,463				
	7	Capital gain net income (from Part IV, line 2)		748,015		
	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)	10			
	12	**Total.** Add lines 1 through 11	990,280	900,270		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	36,000	1,800		34,200
	14	Other employee salaries and wages	19,677			19,677
	15	Pension plans, employee benefits	5,140	154		4,986
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,200			3,200
	c	Other professional fees (attach schedule)	26,454	26,454		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	17,539			
	19	Depreciation (attach schedule) and depletion	1,695			
	20	Occupancy	7,609	152		7,457
	21	Travel, conferences, and meetings	57,517	985		56,532
	22	Printing and publications	447			447
	23	Other expenses (attach schedule)	9,535	476		9,059
	24	**Total operating and administrative expenses.** Add lines 13 through 23	184,813	30,021		135,558
	25	Contributions, gifts, grants paid	298,500			298,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	483,313	30,021		434,058
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	506,967			
	b	**Net investment income** (if negative, enter -0-)		870,249		
	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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	282,489	500,356	500,356
	3	Accounts receivable ▶ ____ Less allowance for doubtful accounts ▶ ____			
	4	Pledges receivable ▶ ____ Less allowance for doubtful accounts ▶ ____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ____ Less allowance for doubtful accounts ▶ ____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	37,107	36,575	36,791
	b	Investments—corporate stock (attach schedule)	3,750,744	4,145,301	4,801,909
	c	Investments—corporate bonds (attach schedule)	699,956	596,726	615,297
	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 ▶ 69,758 Less accumulated depreciation (attach schedule) ▶ 44,884	26,569	24,874	50,000
	15	Other assets (describe ▶ ____)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,796,865	5,303,832	6,004,353
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	4,796,865	5,303,832	
	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			
	30	**Total net assets or fund balances** (see instructions)	4,796,865	5,303,832	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,796,865	5,303,832	

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	4,796,865
2	Enter amount from Part I, line 27a	2	506,967
3	Other increases not included in line 2 (itemize) ▶ ____	3	
4	Add lines 1, 2, and 3	4	5,303,832
5	Decreases not included in line 2 (itemize) ▶ ____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,303,832

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	SCHEDULED - CBT	P	2014-01-01	2014-12-31
b	SCHEDULED - US BANK	P	2014-01-01	2014-12-31
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	1,461,374		828,510	632,864
b	473,427		427,938	45,489
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				632,864
b				45,489
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	748,015
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	678,353

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	408,515	6,274,797	0 065104
2012	452,886	5,952,726	0 076080
2011	411,546	5,690,302	0 072324
2010	407,325	5,920,753	0 068796
2009	434,980	5,639,339	0 077133

2	**Total** of line 1, column (d).	2	0 359437
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 071887
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	6,288,419
5	Multiply line 4 by line 3.	5	452,056
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	8,702
7	Add lines 5 and 6.	7	460,758
8	Enter qualifying distributions from Part XII, line 4.	8	434,058

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	17,405
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	17,405
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	17,405
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	10,400		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	10,400
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	7,005
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ **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	Yes	
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) ▶CO, IA, AK			
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		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		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 ▶WWW LEIGHTYFOUNDATION ORG

14 The books are in care of ▶COMMUNITY BANK & TRUST C/O TRUST DEPARTMENT Telephone no ▶(319) 291-2000

Located at ▶PO BOX 1288 WATERLOO IA ZIP +4 ▶50704

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		No
	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		
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		
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**		

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
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

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 EARTH PROTECTION THE FOUNDATION CONDUCTS AND SPONSORS RESEARCH WITH A FOCUS ON RENEWABLE SOURCE ENERGY AND INFRASTRUCTURE THE FOUNDATION PARTICIPATES IN, PRESENTS AT, AND HAS PAPERS PUBLISHED IN THE PROCEEDINGS OF REGIONAL, NATIONAL AND INTERNATIONAL ENERGY CONFERENCES, GENERALLY ON THE TOPIC OF ALTERNATIVES TO ELECTRICITY FOR TRANSMISSION, STORAGE, AND INTEGRATION OF STRANDED RENEWABLE-SOURCE ENERGY, BOTH CENTRALIZED AND DISTRIBUTED THE PAPERS, POSTERS, AND POWERPOINT PRESENTATIONS ARE AVAILABLE TO THE PUBLIC AT WWW LEIGHTYFOUNDATION ORG/EARTH PHP THIS PORTFOLIO IS MANAGED BY WILLIAM C LEIGHTY, PROGRAM DIRECTOR	22,198
2 PROMOTION OF VOLUNTEER ENGAGEMENT AND PHILANTHROPY THE FOUNDATION EMPLOYS A STRATEGY THAT INCLUDES LEADERSHIP AND INVOLVEMENT IN ORGANIZATIONS AT THE LOCAL, REGIONAL AND NATIONAL LEVELS LOCAL WORK INCLUDES LEADERSHIP IN COMMUNITY FOUNDATIONS AND FUNDER NETWORKS AS WELL AS CONSULTATIONS WITH INDIVIDUAL DONORS AND FOUNDATIONS IN ADDITION, THE FOUNDATION CREATED AND FUNDS THE PIKES PEAK VOLUNTEER ENGAGEMENT INITIATIVE WHICH WORKS WITH A COHORT OF ORGANIZATIONS TO ENHANCE THE QUALITY OF VOLUNTEER ENGAGEMENT IN THE COMMUNITY REGIONAL WORK INCLUDES CONSULTATIONS WITH FAMILY FOUNDATIONS AND DONOR FUNDS NATIONAL INVOLVEMENT INCLUDES SERVING ON BOARDS, STRATEGIC PLANNING TASK FORCES, TRAINING TEAMS, AND NATIONAL CONFERENCE PLANNING AND ADVISORY COMMITTEES AS WELL AS CONTRIBUTING TO EDUCATIONAL PUBLICATIONS FOR THE FIELD ORGANIZATIONS INCLUDE EXPONENT PHILANTHROPY, WOMEN'S PHILANTHROPY INSTITUTE/INDIANA UNIVERSITY LILY SCHOOL OF PHILANTHROPY, NATIONAL CENTER FOR FAMILY PHILANTHROPY, AND IN	17,576
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 N/A	
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	5,261,188
b	Average of monthly cash balances.	1b	314,485
c	Fair market value of all other assets (see instructions).	1c	808,509
d	**Total** (add lines 1a, b, and c).	1d	6,384,182
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). **1e**		
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	6,384,182
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	95,763
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,288,419
6	**Minimum investment return.** Enter 5% of line 5.	6	314,421

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	314,421
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	17,405		
b	Income tax for 2014 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	17,405
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	297,016
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	297,016
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	297,016

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	434,058
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	434,058
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	434,058

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				297,016
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2014				
a From 2009. 155,347				
b From 2010. 113,253				
c From 2011. 129,861				
d From 2012. 160,882				
e From 2013. 104,989				
f Total of lines 3a through e.	664,332			
4 Qualifying distributions for 2014 from Part XII, line 4 ► $ 434,058				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2014 distributable amount.				297,016
e Remaining amount distributed out of corpus	137,042			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	801,374			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
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) . . .	155,347			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	646,027			
10 Analysis of line 9				
a Excess from 2010. . . . 113,253				
b Excess from 2011. . . . 129,861				
c Excess from 2012. . . . 160,882				
d Excess from 2013. . . . 104,989				
e Excess from 2014. . . . 137,042				

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			
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	**(e) Total**
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))

H D LEIGHTY

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

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

NANCY WATERMAN
PO BOX 20993
JUNEAU,AK 99802
(907) 586-1426
907-586-1426

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

APPLICANTS ARE TO SUBMIT A ONE PAGE LETTER TO THE LEIGHTY FOUNDATION INCLUDING THE FOLLOWING INFORMATION THE MISSION OF THE APPLICANT ORGANIZATION, THE SPECIFIC NEED (S) TO BE ADDRESSED, THE INTENDED OUTCOME OF THE ENDEAVOR AND THE SIZE OF THE GRANT REQUESTED

c Any submission deadlines

NONE

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

PRIMARY AREAS OF INTEREST ARE EARTH PROTECTION, PROMOTION OF VOLUNTEER ENGAGEMENT, PROMOTION OF PHILANTHROPY, AND EDUCATION AWARDS ARE ONLY MADE TO IRS QUALIFIED CHARITIES

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 ATTACHED DETAIL SEE ATTACHED DETAIL SEE ATTACHED DETAIL, AK 99802	SCHEDULED	SCHEDULED	SCHEDULED	298,500
Total . . . . . . ▶ 3a				298,500
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 RENTAL INCOME	532000	10			
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	27,210	
4 Dividends and interest from securities. . . .			14	125,045	
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	748,015	
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). .		10		900,270	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 900,280

(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

Signature of officer or trustee	Date	Title
******	2015-11-15	******

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
JOHN J BURNS		2015-11-13	☑	P00305860

Firm's name ▶ CARNEY ALEXANDER MAROLD & CO LLP

Firm's EIN ▶ 42-0728423

Firm's address ▶ PO BOX 1290 WATERLOO, IA 507041290

Phone no (319) 233-3318

Form 990PF Part VIII Line 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
H D LEIGHTY PO BOX 20993 JUNEAU, AK 99802	DIRECTOR/PRE 2 00	0	0	0
JANE JUSTIS PO BOX 20993 JUNEAU, AK 99802	DIRECTOR/PRO 35 00	36,000	0	0
WILLIAM LEIGHTY PO BOX 20993 JUNEAU, AK 99802	DIR/TRS/PROG 30 00	0	0	0
ROBERT JUSTIS PO BOX 20993 JUNEAU, AK 99802	DIRECTOR 3 00	0	0	0
NANCY WATERMAN PO BOX 20993 JUNEAU, AK 99802	DIR/SCY/MNG 10 00	0	0	0
RYAN JUSTIS PO BOX 20993 JUNEAU, AK 99802	DIRECTOR 3 00	0	0	0
HEIDI REIFENSTEIN PO BOX 20993 JUNEAU, AK 99802	DIRECTOR 3 00	0	0	0
WAYNE LEIGHTY PO BOX 20993 JUNEAU, AK 99802	DIRECTOR 3 00	0	0	0

TY 2014 Accounting Fees Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	3,200			3,200

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2014 Depreciation Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
SHELTER HOUSE, MACOMB, IL	1996-05-01	139,000	65,491	S/L	39 0000	1,695			
FURNACE	1998-01-08	1,950	1,950	150DB	15 0000				

TY 2014 Investments Corporate Bonds Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Name of Bond	End of Year Book Value	End of Year Fair Market Value
US BANK - CORPORATE BONDS	301,965	310,258
CNB - CORPORATE BONDS	294,761	305,039

TY 2014 Investments Corporate Stock Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Name of Stock	End of Year Book Value	End of Year Fair Market Value
US BANK - CORPORATE STOCK	1,871,046	2,464,950
CNB - CORPORATE STOCK	2,274,255	2,336,959

TY 2014 Investments Government Obligations Schedule

Name:	THE LEIGHTY FOUNDATION
EIN:	42-1264476
US Government Securities - End of Year Book Value:	36,575
US Government Securities - End of Year Fair Market Value:	36,791
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2014 Land, Etc. Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
	69,758	44,884	24,874	50,000

TY 2014 Other Expenses Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
DUES AND SUBCRIPTIONS	3,480	174		3,306
OFFICE EQUIPMENT	10			10
OFFICE SUPPLIES	1,991	100		1,891
PAYROLL PREPARATION	1,050	52		998
POSTAGE	999	50		949
MISCELLANEOUS	2,005	100		1,905

TY 2014 Other Income Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
RENTAL INCOME	10		

TY 2014 Other Professional Fees Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT SERVICES -	10,106	10,106		
INVESTMENT MANAGEMENT SERVICES -	16,348	16,348		

TY 2014 Taxes Schedule

Name: THE LEIGHTY FOUNDATION

EIN: 42-1264476

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF	17,414			
FOREIGN TAXES	125			

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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	Employer identification number
THE LEIGHTY FOUNDATION	42-1264476

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 LEIGHTY FOUNDATION	42-1264476

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	H D LEIGHTY PO BOX 20993 JUNEAU, AK99802	$ 90,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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

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

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

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

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

Name of organization
THE LEIGHTY FOUNDATION

Employer identification number
42-1264476

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 LEIGHTY FOUNDATION

Employer identification number
42-1264476

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

BYLAWS of THE LEIGHTY FOUNDATION
Revised and Adopted September 28, 2014

Table of Contents

BYLAWS of THE LEIGHTY FOUNDATION
Revised and Adopted September 28, 2014

ARTICLE I.
Business Offices

The principal office of the corporation shall be located in Juneau, Alaska. The corporation may have such other offices, either within or outside Iowa, Colorado, or Alaska, as the board of directors may designate or as the affairs of the corporation may require from time to time.

ARTICLE II.
Purposes

The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, without limitation, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United Sates Internal Revenue Law).

ARTICLE III.
Members

Section 3.01 No Members. The corporation shall have no members.

ARTICLE IV.
Board of Directors

Section 4.01 General Powers. The business and affairs of the corporation shall be managed by its board of directors, except as otherwise provided in the Iowa Nonprofit Corporation Act, the articles of incorporation or these bylaws.

Section 4.02 Number, Election, Tenure and Qualifications. The number of directors of the corporation shall be a maximum of nine. Directors shall be elected or re-elected by the board of directors, and each director shall hold office until the next annual meeting of the board of directors and thereafter until the director's successor shall have been elected and qualified, or until the director's earlier death, resignation or removal Directors must be at least eighteen years old but need not be residents of Iowa. Directors shall be removable in the manner provided in the articles of incorporation.

Section 4.03 Vacancies. Any director may resign at any time by giving written notice to the chair of the board, if one is so elected, to the president or to the secretary of the corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the board of directors may be filled by the unanimous vote of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the unanimous vote of the directors then in office, and a director so chosen shall hold office until the next election of directors and thereafter until the director's successor shall have been elected and qualified, or until the director's earlier death, resignation or removal.

Section 4.04 Regular Meetings. A regular annual meeting of the board of directors shall be held at such time as determined by the board of directors for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. The board of directors may provide by resolution the time and place, either within or outside Iowa, for the holding of additional regular meetings.

Section 4.05 Special Meetings. Special meetings of the board of directors may be called by or at the request of the president, or any two directors. The person or persons authorized to call special meetings of the board of directors may fix any place as the place, either within or outside Iowa, for holding any special meeting of the board called by them.

Section 4.06 Notice. Notice of each meeting of the board of directors stating the place, day and hour of the meeting shall be given to each director at the director's business address at least ten days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least seven days prior thereto by personal delivery of written notice or by telephonic, facsimile, or electronic notice. If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If sent via facsimile or electronically, such notice shall be deemed to be given when transmitted. The method of notice need not be the same to each director. Any director may waive notice of any meeting before, at or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the board of directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 4.07 Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 4.08 Quorum and Voting. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the board of directors. The vote of two-thirds of the directors present in person at a meeting at which a quorum is present shall be the act of the board of directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No director may vote or act by proxy at any meeting of directors.

Section 4.09 Compensation. Directors shall not receive compensation for their services as such, although the expenses of directors of attendance at board meetings may be paid or reimbursed by the corporation. Directors may be reasonably compensated for services performed for the corporation, exclusive of duties performed in the official capacity as Director.

Section 4.10 Executive and Other Committees. By one or more resolutions adopted by a unanimous vote of the full board of directors, the board of directors may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the board of directors, except as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the board of directors or any member of the board from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the board shall be as established by the board of directors, or in the absence thereof, by the committee itself.

Section 4.11 Meetings by Telephone. Members of the board of directors or any committee thereof may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 4.12 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the directors or committee members.

ARTICLE V.
Officers and Agents

Section 5.01 Number and Qualifications. The officers of the corporation shall be a president, one or more vice-presidents, a secretary and a treasurer. The board of directors may also elect or appoint such other officers, assistant officers and agents, including a chair of the board, a controller, assistant secretaries and assistant treasurers, as it may consider necessary. Any two or more offices may be held by the same person. Officers must be directors of the corporation. All officers must be at least eighteen years old.

Section 5.02 Election and term of Office. The elected officers of the corporation shall be elected by the board of directors at each regular annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified, or until the officer's earlier death, resignation or removal.

Section 5.03 Compensation. The compensation of the officers shall be as fixed from time to time by the board of directors, and no officer shall be prevented from receiving a salary by reason of the fact that such officer is also a director of the corporation. However, during any period in which the corporation is a private foundation as described in section 509 (a) of the Internal Revenue Code, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 5.04 Removal. Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 5.05 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the president or to the board of directors. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the board of directors for the unexpired portion of the term.

Section 5.06 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the board of directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President. The president shall (i) preside at all meetings of the board of directors unless the president designates another officer to preside; (ii) see that all orders and resolutions of the board of directors are carried into effect; (iii) have general control of the corporation's affairs and business and general supervision of its officers, agents and employees; and (iv) perform all other duties incident to the office of president and as from time to time may be assigned to the president by the board of directors.

(b) Vice-President. The vice-president shall (i) in the president's and executive director's absence or inability or refusal to act, perform the duties of the president and, when so acting, have all the powers of and be subject to all the restrictions upon the president; and (ii) perform such other duties as may be assigned to the vice-president by the president, or the board of directors.

(c) Secretary. The secretary shall: (i) keep the minutes of the proceedings of the board of directors and any committees of the board; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records; (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president, or by the board of directors; (v) have control over and be responsible for the day-to-day affairs and business of the corporation; (vi) see that all orders and resolutions of the board of directors, and all directives of the president, are carried into effect. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

(d) Treasurer. The treasurer shall: (i) be the principal financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the board of directors; (ii) receive and give receipts and acquaintances for moneys paid on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the board of directors statements of account showing the financial position of the corporation and the results of its operations; (iv) upon request of the board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president, or the board of directors. Assistant treasurers, if any, shall have the same powers and duties, subject to supervision by the treasurer. At the direction of the board of directors and in conjunction with the treasurer, an officer may carry out certain of the treasurer's responsibilities identified above.

Section 5.07 Surety Bonds. The board of directors may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation.

ARTICLE VI.
Indemnification

Section 6.01 Definitions. For purposes of this Article VI, the following terms shall have the meanings set forth below:

(a) "Corporation" means the corporation and, in addition to the resulting or surviving corporation, any domestic or foreign predecessor entity of the corporation in a merger, consolidation or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(b) "Expenses" means the actual and reasonable expenses, including attorneys' fees, incurred by a party in connection with a proceeding.

(c) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to a private foundation or an employee benefit plan) or expense incurred with respect to a proceeding.

(d) "Official Capacity" when used with respect to a director of the corporation means the office of director in the corporation, and when used with respect to a person in a capacity other than as a director (even if such person is also a director) means the office in the corporation held by the officer or the employment relationship undertaken by the employee on behalf of the corporation in the performance of his or her duties in his or her capacity as such officer or employee. "Official capacity" does not include service for any other foreign or domestic corporation or for any partnership, joint venture, trust, other enterprise or employee benefit plan when acting directly on behalf of such other corporation, partnership, joint venture, trust, enterprise or plan as a director, officer, employee, fiduciary or agent thereof.

(e) "Party" means any person who was, is, or is threatened to be made, a named defendant or respondent in a proceeding by reason of the fact that he or she is or was a director, officer or employee of the corporation, and any person who, while a director, officer or employee of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan. A party shall be considered to be serving an employee benefit plan at the corporation's request if his or her duties to the corporation also impose duties on or otherwise involve services by him or her to the plan or to participants in or beneficiaries of the plan.

(f) "Proceeding" means any threatened, pending or completed action, suit or proceeding, or any appeal therein, whether civil, criminal, administrative, arbitrative, or investigative (including an action by the corporation) and whether formal or informal.

Section 6.02 Right to Indemnification.

(a) Standards of Conduct. Except as provided in Section 6.02 (d) below, the corporation shall indemnify any party to a proceeding against liability incurred in or as a result of the proceeding if (i) he or she conducted himself or herself in good faith, (ii) he or she reasonably believed (A) in the case of a director acting in his or her official capacity, that his or her conduct was in the corporation's best interests, or (B) in all other cases, that his or her conduct was at least not opposed to the corporation's best interests, and (iii) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. For purposes of determining the applicable standard of conduct under this Section 6.02, any party acting in his or her official capacity who is also a director of the corporation shall be held to the standard of conduct set forth in Section 6.02 (a) (ii) (A), even if he or she is sued solely in a capacity other than as such director.

(b) Employee Benefit Plans. A party's conduct with respect to an employee benefit plan for a purpose he or she reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirements of Section 6.02 (a) (ii) (B). A party's conduct with respect to an employee benefit plan for a purpose that he or she did not reasonably believe to be in the interests of the participants in or beneficiaries of the plan shall be deemed not to satisfy the requirements of Section 6.02 (a) (i).

(c) Settlement. The termination of any proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not of itself determinative that the party did not meet the applicable standard of conduct set forth in Section 6.02 (a).

(d) Indemnification Prohibited. Except as hereinafter set forth in this Section 6.02 (d), the corporation may not indemnify a party under this Section 6.02 either (i) in connection with a proceeding by or in the right of the corporation in which the party was adjudged liable to the corporation, or (ii) in connection with any proceeding charging improper personal benefit to the party, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her (even if the corporation was not thereby damaged). Notwithstanding the foregoing, the corporation shall indemnify any such party if and to the extent required by the court conducting the proceeding, or any other court of competent jurisdiction to which the party has applied, if it is determined by such court, upon application by the p[arty, that despite the adjudication of liability in the circumstances in clauses (i) and (ii) of this Section 6.02 (d) or whether or not he or she met the applicable standard of conduct set forth in Section 6.02 (a), and in view of all relevant circumstances, such party is fairly and reasonably entitled to indemnification for such expenses as the court deems proper in accordance with the Iowa Nonprofit Corporation Act.

(e) Claims by Corporation. Indemnification permitted under this Section 6.02 in connection with a proceeding by the corporation shall be limited to expenses incurred in connection with the proceeding.

(f) Combined Proceedings. If any claim made by or in the right of the corporation against a party is joined with any other claim against such party in a single proceeding, the claim by the corporation (and all expenses related thereto) shall nevertheless be deemed the subject of a separate and distinct proceeding for purposes of this Article.

Section 6.03 Prior Authorization Required. Any indemnification under Section 6.02 (unless ordered by a court) shall be made by the corporation only if authorized in the specific case after a determination has been made that the party is eligible for indemnification in the circumstances because he or she has met the applicable standard of conduct set forth in Section 6.02 (a) and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the board of directors by a unanimous vote of a quorum of such board, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

Section 6.04 Success on Merits or Otherwise. Notwithstanding any other provision of this Article VI, the corporation shall indemnify a party to the extent he or she has been successful, on the merits or otherwise, including without limitation, dismissal without prejudice or settlement without admission of liability, in defense of any proceeding to which he or she was a party against expenses incurred by him or her in connection therewith.

Section 6.05 Advancement of Expenses. The corporation shall pay for or reimburse the expenses, or a portion thereof, incurred by a party in advance of the final disposition of the proceeding if: (a) the party furnishes the corporation a written affirmation of his or her good-faith belief that he or she has met the standard of conduct described in Section 6.02 (a) (i); (b) the party furnishes the corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet such standard of conduct; and (c) authorization of payment, and a determination that the facts then known to those making the determination would not preclude indemnification under this Article, have been made in the manner provided in Section 6.03. The undertaking required by clause (b) must be an unlimited general obligation of the party, but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 6.06 The corporation shall promptly act upon any request for indemnification, which request must be in writing and accompanied by the order of court or other reasonably satisfactory evidence documenting disposition of the proceeding in the case of indemnification under Section 6.04 and by the written affirmation and undertaking to repay as required by Section 6.05 in the case of indemnification under such Section. The right to indemnification and advances granted by this Article shall be enforceable in any court of competent jurisdiction if the corporation denies the claim, in whole or in part, or if no disposition of such claim is made within ninety days after written request for indemnification is made. A party's expenses incurred in connection with successfully establishing his or her right to indemnification, in whole or in part, in any such proceeding shall also be paid by the corporation.

Section 6.07 Insurance. By action of the board of directors, notwithstanding any interest of the directors in such action, the corporation may purchase and maintain insurance in such amounts as the board of directors deems appropriate to protect itself and any person who is or was a director, officer, employee, fiduciary or agent of the corporation, or who, while a director, officer, employee, fiduciary or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan against any liability asserted against or incurred by such person in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under applicable provisions of law or this Article. Any such insurance may be procured from any insurance company designated by the board of directors, whether such insurance company is formed under the laws of Iowa or any other jurisdiction, including any insurance company in which the corporation has an equity or any other interest, through stock ownership or otherwise. The corporation may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

Section 6.08 Right to Impose Conditions to Indemnification. The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as may appear appropriate to the board of directors in each specific case and circumstances, including but not limited to any one or more of the following: (a) that any counsel representing the party to be indemnified in connection with the defense or settlement of any proceeding shall be counsel mutually agreeable to the party and to the corporation; (b) that the corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the party to be indemnified; and (c) that the corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified party's right of recovery, and that the party to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the corporation.

Section 6.09 Other Rights and Remedies. Except as limited by law, the indemnification provided by this Article shall be in addition to any other rights which a party may have or hereafter acquire under any law, provision of the articles of incorporation, any other or further provision of these bylaws, vote of the board of directors, agreement, or otherwise.

Section 6.10 Applicability; Effect. The indemnification provided in this Article shall be applicable to acts or omissions that occurred prior to the adoption of this Article, shall continue as to any party entitled to indemnification under this Article who has ceased to be a director, officer or employee of the corporation or, at the request of the corporation, was serving as and has since ceased to be a director, officer, partner, trustee, employee, fiduciary or agent of any other domestic or foreign corporation, or of any partnership, joint venture, trust, other enterprise or employee benefit plan, and shall inure to the benefit of the estate and personal representatives of each such person. The repeal or amendment of this Article or of any Section or provision hereof that would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions that occurred prior to such repeal or amendment. All rights to indemnification under this Article shall be deemed to be provided by a contract between the corporation and each party covered hereby.

Section 6.11 Indemnification of Agents. The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this Article to the fullest extent permissible by the laws of Iowa. Unless otherwise provided in any separate indemnification arrangement, any such indemnification shall be made only as authorized in the specific case in the manner provided in Section 6.03.

Section 6.12 Savings Clause; Limitation. If this Article or any Section or provision hereof shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of this Article that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in section 501 (c) (3) of the Internal Revenue Code.

ARTICLE VII.
Miscellaneous

Section 7.01 Account Books and Minutes. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees. All books and records of the corporation may be inspected by any director or that director's accredited agent or attorney, for any proper purpose at any reasonable time.

Section 7.02 Fiscal Year. The fiscal year of the corporation shall be as established by the board of directors.

Section 7.03 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the board of directors, and such authorized persons shall have power to execute ad deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 7.04 Designated Contributions. The corporation may accept any designated contribution, grant, bequest, or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations will be honored if the board deems the designation to be consistent with the corporation's interests, philosophy, and guidelines. However, the corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purposes. Notwithstanding the foregoing, the corporation reserves the right to refuse any designated contribution, grant, bequest or devise, as determined by the board of directors in its sole discretion.

Section 7.05 Conflicts of Interest. If any person who is a director or officer of the corporation is aware that the corporation is about to enter into any business transaction directly or indirectly with such person, any member of that person's family, or any entity in which that person has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the corporation of such person's interest or position, and (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the corporation .

Section 7.06 Loans to Directors and Officers Prohibited. No loans shall be made by the corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until it is repaid.

Section 7.07 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

Section 7.08 Amendments. The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the board of directors.

Section 7.09 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

[END]

BYLAWS CERTIFICATE

The undersigned certifies that she is the Secretary of The Leighty Foundation, an Iowa nonprofit corporation, and that, as such, she is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said corporation.

Dated:

Nancy J. Waterman, Secretary

Req Date	Type	Recipient	Amt	Area	For	Address	City	State	Zip
09/03/14	Pub Charity	Trustees for Alaska	3,000	Earth Protection	General Support	1026 W 4th Ave. Suite 201	Anchorage	AK	99501
09/03/14	Pub Charity	Discovery Southeast	3,000	Earth Protection	General Support	PO Box 21867	Juneau	AK	99802
09/03/14	Pub Charity	Alaska Conservation Foundation	2 500	Earth Protection	General Support, Scholarships	441 West 5th Ave Ste 402	Anchorage	AK	99501
11/05/14	Pub Charity	Pikes Peak Community Foundation/GIVE	500	Community Impact	Friends of Monument Valley Park	730 N Nevada Ave	Colorado Springs	CO	80903
01/09/15	Pub Charity	1000 Friends of Iowa	3,000	Earth Protection	General Support	3850 Merle Hay Road Suite 605	Des Moines	IA	50310
01/09/15	Pub Charity	Alaska Center for the Environment	3,000	Earth Protection	General Support	921 W 6th Ave, Ste 200	Anchorage	AK	99501
01/09/15	Pub Charity	Alaska Community Action on Toxics	3 000	Earth Protection	General Support	505 W Northern Lights Blvd,#205	Anchorage	AK	99503
01/09/15	Pub Charity	Alaska Marine Conservation Council	3 000	Earth Protection	General Support	PO Box 101145	Anchorage	AK	99510
01/09/15	Pub Charity	Earthjustice	3,000	Earth Protection	Alaska Office general support	705 Second Ave Ste 203	Seattle	WA	98104
01/09/15	Pub Charity	Earthworks	3 000	Earth Protection	General Support	1612 K Street NW Ste 808	Washington	DC	20006
01/09/15	Pub Charity	Great Plains Institute	3,000	Earth Protection	General Support	2801 21st Ave S Ste 220	Minneapolis	MN	55407
01/09/15	Pub Charity	International Physicians for the Prevention of Nuclear War	3,000	Peacemaking	General Support	66-70 Union Square, #204	Somerville	MA	02143
01/09/15	Pub Charity	Iowa Interfaith Power and Light	3 000	Earth Protection	General Support	505 5th Ave Ste 333	Des Moines	IA	50309
01/09/15	Pub Charity	Land Institute The	3,000	Earth Protection	General Support	2440 E Water Well Road	Salina	KS	67401
01/09/15	Pub Charity	Natural Resources Defense Council	3 000	Earth Protection	Energy Program	40 West 20th St	New York	NY	10011
01/09/15	Pub Charity	Northern Alaska Environmental Center	3 000	Earth Protection	General Support	830 College Rd	Fairbanks	AK	99701
01/09/15	Pub Charity	Plains Justice	3,000	Earth Protection	General Support	PO Box 1398	Billings	MT	59103
01/09/15	Pub Charity	Planned Parenthood of the Great Northwest	3 000	Community Impact	Alaska Programs	2001 East Madison St	Seattle	WA	98122
01/09/15	Pub Charity	Project on Government Oversight	3,000	Education	General Support	1100 G St NW Ste 500	Washington	DC	20005
01/09/15	Pub Charity	Sitka Conservation Society	2,000	Earth Protection	General Support	P O Box 6533	Sitka	AK	99835
01/09/15	Pub Charity	Tides Center	3 000	Earth Protection	Rivers Without Borders	PO Box 29907	San Francisco	CA	94129
01/09/15	Pub Charity	Trout Unlimited	3,000	Earth Protection	Alaska Salmon Beyond Borders	419 6th St, Ste 200	Juneau	AK	99801
01/09/15	Pub Charity	Union of Concerned Scientists	3,000	Earth Protection	General Support	2 Brattle Square	Cambridge	MA	02138
01/09/15	Pub Charity	Wilderness Society Alaska	3 000	Earth Protection	General Support, Alaska	1615 M St NW	Washington	DC	20036
01/09/15	Pub Charity	Asian Children's Mission	2,000	Spirituality	Myanmar Mission Pettit	352 S 28th Ave	Cornelius	OR	97113
01/09/15	Pub Charity	American Veterans Post 49	1,000	Education	Mom Iversen Scholarship	2929 Rainbow Dr	Cedar Falls	IA	50613
01/09/15	Pub Charity	Garrett-Evangelical Theological Seminary	1 000	Education	Leighty Scholarship Fund	2121 Sheridan Road	Evanston	IA	60201
01/09/15	Pub Charity	Hawkeye Community College Foundation	4 000	Education	Nelson/Leighty, Stingley Scholarships	1501 East Orange Rd PO Box 8015	Waterloo	IA	50704
01/09/15	Pub Charity	University of Northern Iowa Foundation	13 000	Education	Leighty Nelson Collins Sch'ships CEEE	205 Commons	Cedar Falls	IA	50614
01/09/15	Pub Charity	Waterloo Development Corporation	12,500	Community Impact	Cedar Valley SportsPlex	P O Box 1437	Waterloo	IA	50704
12/15/14	Pub Charity	Gazette El Pomar Foundation The	1,000	Community Impact	Empty Stocking Fund	30 East Pikes Peak Ave Ste 100	Colorado Springs	CO	80903
12/15/14	Pub Charity	Ripe for Harvest World Outreach	1,000	Spirituality	Sachsenmaier Acct #207	P O Box 487	Monument	CO	80132
12/15/14	Pub Charity	Young Life	1 000	Spirituality	Pam Moore ministries	420 N Cascade Ave	Colorado Springs	CO	80903
12/15/14	Pub Charity	Capital Sisters International	1,500	Women and Girls	Fundraising & Launch	227 Lamb Lane	Golden	CO	80401
12/15/14	Pub Charity	Impact Online Inc (VolunteerMatch)	5 000	Volunteerism	Vol Engage Licensed Material	550 Montgomery St 8th Floor	San Francisco	CA	94111
01/12/15	Pub Charity	McDonough County United Way	7,000	Education	Sch'ships, Annual Camp , Leighty Award	440 N Lafayette, Ste 106	Macomb	IL	61455
01/12/15	Pub Charity	University of Iowa Foundation	2 000	Education	Leighty/Nelson Scholar Fund #30325017	PO Box 4550	Iowa City	IA	52244
01/12/15	Pub Charity	Island Institute, The	1 000	Community Impact	General Support	Box 2420	Sitka	AK	99835
01/22/15	Pub Charity	Cornell College	5 000	Education	Alternative Spring Break program	600 First St SW	Mount Vernon	IA	52314
01/22/15	Pub Charity	Grout Museum District	5 000	Education	Waterloo Middle School Science Fair	503 South St	Waterloo	IA	50701
02/04/14	Pub Charity	Downing House	1 000	Spirituality	Ministry	3680 Downing St	Englewood	CO	80113
02/13/15	Pub Charity	University of Iowa Foundation	1 000	Education	Leighty/Nelson Sch'ships Fund #30325017	PO Box 4550	Iowa City	IA	52244
02/13/15	Pub Charity	Eyak Preservation Council	1,000	Earth Protection	General Support	PO Box 460	Cordova	AK	99574
02/13/15	Pub Charity	Copper River Watershed Project	1 000	Earth Protection	General Support	PO Box 1560	Cordova	AK	99574
03/25/15	Pub Charity	University of Washington	5 000	Earth Protection	SE AK Estuary Research, Skaggs Match	School of Aquatic & Fish Sciences 1122 NE Boat St	Seattle	WA	98105
04/16/15	Pub Charity	Capital Sisters International	5,000	Women and Girls	Microloans	227 Lamb Lane	Golden	CO	80401
04/16/15	Pub Charity	Safe Passage Childrens Advocacy Center	2 000	Community Impact	Children's Ad Center Pikes Peak Reg	423 S Cascade Ave	Colorado Springs	CO	80903
04/16/15	Pub Charity	National Center for Family Philanthropy	10 000	Volunteerism	Nat Trends Research Initiative	1101 Connecticut Ave NW Suite 220	Washington	DC	20036
07/02/15	Pub Charity	Cedar Bend Humane Society	3 000	Community Impact	Facility expansion	1166 W Airline Highway	Waterloo	IA	50703
07/02/15	Pub Charity	Chaddock Children's Foundation	5,000	Education	Building Project	205 South 24th St	Quincy	IL	62301
07/02/15	Pub Charity	Operation Rainbow	5,000	Health	Orthopaedic Med Missions for Children	4200 Park Blvd #157	Oakland	CA	94602
07/02/15	Pub Charity	Waterloo Schools Foundation	10 000	Education	STEM Immersion Strategy	PO Box 1896	Waterloo	IA	50704
07/02/15	Pub Charity	Alaska Wilderness League	1,000	Earth Protection	Southeast Alaska Outreach	122 C St NW, Ste 240	Washington	DC	20001
07/02/15	Pub Charity	Cook Inletkeeper	3,000	Earth Protection	Positive Alternatives to Coal Chuitna	3734 Ben Walters Lane	Homer	AK	99603
07/02/15	Pub Charity	Environmental Law and Policy Center	3 000	Earth Protection	Iowa Office Energy Initiatives	35 East Wacker Dr , Suite 1600	Chicago	IL	60601
07/02/15	Pub Charity	Iowa Environmental Council	3 000	Earth Protection	Energy Program	521 E Locust, Ste 220	Des Moines	IA	50309
07/02/15	Pub Charity	Rocky Mountain Institute	1,500	Earth Protection	National Solutions Council	2317 Snowmass Creek Rd	Snowmass	CO	81654

Req Date	Type	Recipient	Amt	Area	For	Address	City	State	Zip
07/02/15	Pub Charity	Southeast Alaska Land Trust	3,000	Earth Protection	General Support	119 Seward St, Suite 2	Juneau	AK	99801
07/14/15	Pub Charity	YWCA of Black Hawk County	5,000	Community Impact	Capital Campaign	425 Lafayette Street	Waterloo	IA	50703
07/14/15	Pub Charity	Ceder Valley Preschool & Child Care Center	3,000	Community Impact	Capital Campaign	724 Lontz Avenue	Cedar Falls	IA	50613
07/14/15	Pub Charity	Capstone Foundation, Inc	2,000	Spirituality	Mission Project to Mexico	223 Town Center Pky, #730	Spring Hill	TN	37174
07/22/15	Pub Charity	Exponent Philanthropy	5 000	Promotion of Philanthropy	Women in Phil 2015 CONNECT	1720 N Street NW	Washington	DC	20036
07/30/15	Pub Charity	Shjon Podein Children's Foundation	5 000	Community Impact	Annual Fundraiser	4350 Browndale Ave	St Louis Park	MN	55424
07/30/15	Pub Charity	SOZO International Ministries	3 000	Community Impact	General Contribution	P O Box 310	Lafayette	CO	80026
07/30/15	Pub Charity	Pikes Peak Community Foundation	2,000	Community Impact	Ute Pass Emergency Relief Fund	730 N Nevada	Colorado Springs	CO	80903
08/11/15	Pub Charity	Doctors Without Borders USA	3 000	Health	General Support	333 7th Avenue 2nd Floor	New York	NY	10001 5004
08/11/15	Pub Charity	Save the Children	500	Community Impact	Children's Emergency Fund	501 Kings Highway East, Ste 400	Fairfield	CT	06825
08/11/15	Pub Charity	Amnesty International	500	Community Impact	General Support	5 Penn Plaza	New York	NY	10001
08/11/15	Pub Charity	EngenderHealth	1 500	Community Impact	General Support	440 Ninth Ave	New York	NY	10001
08/11/15	Pub Charity	Handicap International	1,750	Peacemaking	Landmine and Cluster Bomb Project	8757 Georgia Ave, Ste 420	Silver Springs	MD	20910
08/11/15	Pub Charity	Asla Foundation	500	Community Impact	Education & general support	1413 Pine Street	Martinez	CA	94553
08/11/15	Pub Charity	Planned Parenthood Federation of America	3,000	Community Impact	General Support	434 West 33rd Street	New York	NY	10001
08/11/15	Pub Charity	Community Alliance with Family Farmers	200	Earth Protection	General Support	P O Box 363	Davis	CA	95617
08/11/15	Pub Charity	National Public Radio	2,000	Community Impact	News Programming	635 Massachusetts Ave , NW	Washington	DC	20001
08/11/15	Pub Charity	World Wildlife Fund	1 000	Earth Protection	General Support	1250 24th Street N W , P O Box 97180	Washington	DC	20090-7180
08/11/15	Pub Charity	Wildlife Alliance	500	Earth Protection	General Support	1441 Broadway, 5th Floor	New York	NY	10018
08/11/15	Pub Charity	African Wildlife Foundation	900	Earth Protection	General Support	1400 Sixteenth Street, N W Suite 120	Washington	DC	20036
08/11/15	Pub Charity	Gastineau Humane Society	300	Health	Spaying & Neutering Fund	7705 Glacier Hwy	Juneau	AK	99801
08/11/15	Pub Charity	National Outdoor Leadership School	200	Education	NOLS Annual Fund (scholarships)	284 Lincoln Street	Lander	WY	82520 2848
08/11/15	Pub Charity	Nature Conservancy, The	1 000	Earth Protection	General Support	Attn Treasury, 4245 N Fairfax Dr, Suite 100	Arlington	VA	22203-1606
08/11/15	Pub Charity	Alaska Center for the Environment	2,650	Earth Protection	General Support	807 G Street, Suite 100	Anchorage	AK	99501
08/11/15	Pub Charity	Alaska Design Forum	300	Community Impact	General Support	P O Box 101916	Anchorage	AK	99510
08/11/15	Pub Charity	PlugIn America	1,200	Earth Protection	General Support	2370 Market Street #419	San Francisco	CA	94114
08/11/15	Pub Charity	UC Davis Institute of Transportation Studies	3 000	Earth Protection	General Support	1605 Tilia Street, Suite 100	Davis	CA	95616
08/14/15	Pub Charity	Rocky Mountain Field Institute	2,000	Earth Protection	General Support	815 South 25th St Ste 101	Colorado Springs	CO	80904
08/14/15	Pub Charity	Bread for the Journey	500	Spirituality	General Support	9 Santa Gabriella Ct	Novato	CA	94945
08/14/15	Pub Charity	Cascade Volunteer Fire Department	1 000	Community Impact	Cascade Volunteer Fire Fighters	8015 Severy Ave	Cascade	CO	80809
08/14/15	Pub Charity	Choices	500	Community Impact	General Support	228 S Baldwin	Woodland Park	CO	80863
08/14/15	Pub Charity	Center for Nonprofit Excellence	1,000	Promotion of Philanthropy	Partners in Philanthropy Luncheon	723 N Weber St Suite 200	Colorado Springs	CO	80903
08/14/15	Pub Charity	Care and Share	1 500	Volunteerism	Pikes Peak Vol Engage Init , II	2605 Preamble Point	Colorado Springs	CO	80915
08/14/15	Pub Charity	Citizens Project	1 500	Volunteerism	Pikes Peak Vol Engage Init , II	P O Box 2085	Colorado Springs	CO	80901
08/14/15	Pub Charity	Early Connections	1,500	Volunteerism	Pikes Peak Vol Engage Init , II	104 E Rio Grande	Colorado Springs	CO	80903
08/14/15	Pub Charity	Fostering Hope Foundation	1,500	Volunteerism	Pikes Peak Vol Engage Init II	111 S Tejon St, Ste 112	Colorado Springs	CO	80903
08/14/15	Pub Charity	Partners in Housing	1 500	Volunteerism	Pikes Peak Vol Engage Init II	455 Gold Pass Hts	Colorado Springs	CO	80906
08/14/15	Pub Charity	PILLAR	1 500	Volunteerism	Pikes Peak Vol Engage Init II	4570 Hilton Parkway Suite 101	Colorado Springs	CO	80907
08/14/15	Pub Charity	REACH Pikes Peak	1 500	Volunteerism	Pikes Peak Vol Engage Init , II	312 South Weber St Ste A	Colorado Springs	CO	80903
08/14/15	Pub Charity	Silver Key	1 500	Volunteerism	Pikes Peak Vol Engage Init , II	2250 Bott Ave	Colorado Springs	CO	80904
08/14/15	Pub Charity	Tri Lakes Cares	1,500	Volunteerism	Pikes Peak Vol Engage Init , II	235 Jefferson St	Monument	CO	80132
08/14/15	Pub Charity	Colorado College 1874 Society	2,000	Education	Colorado College 1874 Society	14 East Cache La Poudre Street	Colorado Springs	CO	80903
08/14/15	Pub Charity	Coalition for the Upper South Platte	3,000	Community Impact	Ute Pass Fire Mitigation Efforts	P O Box 726	Lake George	CO	80827
08/14/15	Pub Charity	Cystic Fibrosis Foundation	4 000	Health	General Support, Pelican Family	400 S Colorado Blvd suite 840	Denver	CO	80246
08/14/15	Pub Charity	Ecumenical Social Ministries	2 000	Community Impact	General Support	201 N Weber St	Colorado Springs	CO	80903
08/14/15	Pub Charity	Fostering Hope Foundation	5,000	Community Impact	Foster Family Support Teams	111 S Tejon St, Ste 112	Colorado Springs	CO	80903
08/14/15	Pub Charity	Fuller Theological Seminary	3 000	Spirituality	Fuller Seminary at Sundance	540 N Cascade Ave	Colorado Springs	CO	80903
08/14/15	Pub Charity	Leadership Pikes Peak	2,000	Community Impact	WCLI Program	P O Box 128	Colorado Springs	CO	80901
08/14/15	Pub Charity	Pikes Peak Community Foundation	4 000	Promotion of Philanthropy	T StrewlerHodges J Brown, NCFP Forum	730 N Nevada Ave	Colorado Springs	CO	80903
08/14/15	Pub Charity	Rocky Mountain Women's Film Institute	2 000	Women and Girls	Rocky Mountain Women's Film Festival	421 S Tejon St #333	Colorado Springs	CO	80903
08/14/15	Pub Charity	Indiana University Lilly Family School of Philanthropy	5 000	Promotion of Philanthropy	Messaging materials donors/fundraisers	301 N University Blv, Suite 3000	Indianapolis	IN	46202
08/14/15	Pub Charity	Young Life Manitou	1,000	Spirituality	Young Life to Manitou HS	4220 Outpost Rd	Cascade	CO	80809
08/25/15	Pub Charity	Colorado Uplift	2 500	Education	General Support	3914 King St	Denver	CO	80211
08/25/15	Pub Charity	Evergreen City Ballet	250	Education	General Support	2230 Lind Ave SW, Ste 109	Renton	WA	98057
08/25/15	Pub Charity	Hands On Children's Museum	500	Education	Buy a Fish general support	414 Jefferson St NE	Olympia	WA	98501
08/25/15	Pub Charity	KCTS9 TV	500	Education	General Support	401 Mercer St	Seattle	WA	98109
08/25/15	Pub Charity	MaryBridge Treehouse	500	Health	Tree House for Families of Mary Bridge	PO Box 5296	Tacoma	WA	98415-0296
08/25/15	Pub Charity	Page Ahead Children's Literacy Program	500	Education	General Support	1130 NW 85th St	Seattle	WA	98117
08/25/15	Pub Charity	Safe Place	250	Health	General Support	PO Box 2002	Olympia	WA	98507-2002
08/25/15	Pub Charity	Wikimedia Foundation Inc	500	Education	General Support	149 New Montgomery St, Floor 6	San Francisco	CA	94105
		TOTAL	298 500						

CBT
STOCK SALES

PURCHASE DATE	SALE DATE	STOCK	SHARES	PROCEEDS	COST	GAIN/LOSS
Various - LT	10/30/14	Brinker International	600	30,845.41	12,785 09	18,060.32
08/31/12	10/30/14	Fiserv Inc	750	49,876.17	9,050.13	40,826 04
03/23/05	10/30/14	ITT Corporation	200	8,319.06	3,491 04	4,828 02
08/31/02	10/30/14	Lilly Eli & Company	400	26,317.75	7,790 27	18,527 48
Various - LT	11/10/14	PAX World Balanced Fund	7,300 342	186,888.81	167,863.92	19,024 89
08/31/02	12/11/14	AbbVie	400	27,987.83	2,171 27	25,816 56
08/31/02	12/11/14	Amgen Inc	200	34,488.89	11,586 25	22,902 64
08/31/02	12/11/14	Apache Corp	472	27,573.50	12,663 09	14,910 41
11/28/07	12/11/14	Dominion Resources	300	21,661.84	10,087 72	11,574 12
Various - LT	12/11/14	Dupont Ei De Nemours & Co	300	24,292 59	14,410 40	9,882 19
08/31/02	12/11/14	Lilly Eli & Company	400	28,850 46	7,790 26	21,060 20
08/31/02	12/11/14	Walgreen Co	320	21,721 30	9,110 40	12,610.90
Various - LT	01/28/15	Harbor International Fund	2,039 767	133,971 90	131,277.05	2,694.85
08/31/02	01/30/15	Abbot Laboratories	300	13,156 21	1,501.69	11,654.52
08/31/02	01/30/15	AbbVie	200	12,659 72	1,085.63	11,574.09
Various - LT	01/30/15	Brinker International	200	12,327 76	4,261.70	8,066 06
06/11/10	01/30/15	Danaher Corporation	200	16,902 44	3,167.18	13,735 26
Various - LT	01/30/15	Home Depot Inc. Com	250	26,356 94	11,927.87	14,429 07
08/31/02	01/30/15	J.P. Morgan Chase & Co	500	28,146 87	24,079 86	4,067 01
Various - LT	01/30/15	Microsoft Corp	500	21,472 02	13,628.60	7,843.42
08/31/02	02/03/15	Air Products & Chemicals	200	29,098 98	6,799.50	22,299.48
Various - LT	02/23/15	Fidelity Floating Rate High Income Fund	4,754 620	46,214 91	47,173.14	(958.23)
Various - ST	02/23/15	Fidelity Floating Rate High Income Fund	117 755	1,144 58	1,170.06	(25.48)
Various - LT	02/23/15	Vanguard Inflation-Protected	1,896 886	49,186 26	53,334.94	(4,148.68)
Various - ST	02/23/15	Vanguard Inflation-Protected	73 803	1,913 71	1,966.57	(52.86)
Various - LT	02/23/15	Vanguard Short-Term Bond Index Fund	3,691 549	38,761 27	38,979.81	(218.54)
Various - ST	02/23/15	Vanguard Short-Term Bond Index Fund	7 547	79 24	79.15	0.09
08/31/02	02/25/15	Abbot Laboratories	400	18.783 65	2,002.25	16,781.40
Various - LT	02/25/15	Exxon Mobil	300	26,786 00	13,067.17	13,718.83
08/31/02	02/25/15	Fiserv Inc	350	27,611 49	4,223.39	23,388.10
02/25/10	02/25/15	Nike Inc	200	18,898.75	6,451.88	12,446.87
02/27/04	02/25/15	United Technologies Corp	100	12,346 27	4,586 44	7,759 83
08/27/14	03/13/15	Mylan Inc	500	28,855 00	24,189.33	4,665 67
11/10/14	05/20/15	Parnassus Core Equity Fund	1,222.793	50,000.00	49,816 59	183 41
12/14/06	05/22/15	Brinker International	400	22,081.79	8,523.40	13,558 39
06/11/10	05/22/15	Danaher Corporation	300	26,044.62	4,750 77	21,293 85
08/31/02	05/22/15	Pepsico Inc	375	36,823.15	3,749 70	33,073 45
08/31/02	05/22/15	Wal-Mart Stores Inc	350	26,927.45	2,476 62	24,450 83
08/31/02	07/29/15	Fiserv Inc.	400	35,182 74	4,826 73	30,356 01
08/31/02	08/19/15	Abbot Laboratories	300	15,070 72	1,501 68	13,569 04
08/31/02	08/19/15	Abbvie Inc	400	27,483 89	2,171 27	25,312 62
08/31/02	08/19/15	Amgen Inc	200	33,567 18	11,586 25	21,980 93
Various - LT	08/19/15	Entergy Corp New Com	300	21,020 91	18,492 64	2,528 27
Various - LT	08/19/15	Home Depot Inc. Com	250	29,924 70	11,927 87	17,996 83
08/31/02	08/19/15	J.P. Morgan Chase & Co	400	27,122 30	19,263 89	7,858 41
Various - LT	08/19/15	Microsoft Corp	500	23,508 07	13,628 60	9,879 47
02/25/10	08/19/15	Nike Inc	160	18,306.18	5,161 51	13,144.67
02/27/04	08/19/15	United Technologies Corp	150	14,812 98	6,879 66	7,933.32
				1,461,374 26	828,510.23	632,864 03

The Leighty Foundation
Form 990-PF, Part IV, Line 1b

42-1264476

US Bank
STOCK SALES

PURCHASE DATE	SALE DATE	SHARES	STOCK	PROCEEDS	COST	GAIN/LOSS
						-
08/20/08	09/08/14	576.796	Neuberger Berman Genesis Instl	35,092 27	27,484 33	7,607 94
LT	10/07/14	-	Security Litigation Proceeds	34.87	-	34.87
01/05/10	10/06/14	25 000	Disney Walt Co	2,185.20	805.93	1,379.27
11/27/13	10/06/14	50 000	Foot Locker Inc	2,732.43	1,918 66	813.77
04/18/01	10/09/14	80.000	General Electric Co	2,016.76	3,545.60	(1,528 84)
10/16/02	10/09/14	300.000	General Electric Co	7,562.86	6,615.00	947.86
02/10/03	10/09/14	115.000	General Electric Co	2.899.10	2,666.66	232.44
08/20/08	10/02/14	256.235	Neuberger Berman Genesis Instl	14,779.63	12,209.60	2,570.03
08/20/08	10/07/14	256.498	Neuberger Berman Genesis Instl	14,961 53	12,222.13	2,739.40
Various - LT	10/02/14	288.351	Nuveen Midcap Grwth Opp Fd	14,700 13	10,488 48	4,211.65
Various - LT	10/07/14	288.184	Nuveen Midcap Grwth Opp Fd	14,930 81	10,482 40	4,448 41
10/15/13	12/15/14	16,900	Goldman Sachs Comm Strat Ins	69,459.72	96,500.00	(27,040.28)
03/08/11	02/27/15	25	Amazon Com Inc	9,452.32	4,343.00	5,109.32
06/16/09	02/27/15	150	Apache Corp	10,030.31	12,868.49	(2,838.18)
01/05/10	02/27/15	25	Disney Walt Co	2,613.20	805.93	1,807 27
04/24/13	02/27/15	75	United Health Group Inc	8,668.34	4,497 59	4,170 75
09/14/04	02/27/15	25	3M Co	4,212.17	2,099.75	2,112.42
02/27/07	03/02/15	50,000	Merck & co Inc 4.75% 03/01/15	50,000.00	50,000.00	-
LT	04/15/15	-	Security Litigation Proceeds	73.47	-	73.47
LT	04/15/15	-	Security Litigation Proceeds	81.07	-	81.07
Various - LT	05/06/15	0.151	Google Inc Class C	79.96	45.67	34.29
11/27/13	06/10/15	50	Foot Locker Inc	3,133.98	1,918.66	1,215.32
Various - LT	06/10/15	50	Nike Inc	5,067.40	1,686.89	3,380.51
Various - LT	06/10/15	250	Ishares Dow Jones US Real Estate	18,393 16	15,434.98	2,958.18
Various - LT	06/12/15	1,375	Ishares Dow Jones US Real Estate	100,341 80	76,668.68	23,673.12
01/07/10	07/06/15	-	Kraft Foods Inc	2,739.00	-	2,739.00
10/09/09	07/01/15	50,000	WalMart Stores Inc 4.5% due 7/1,	50,000.00	50,000.00	-
01/24/13	08/17/15	900	CA Inc	26,351.51	22,065.75	4,285.76
Various - LT	08/17/15	80	Chemours Company	833.59	563.79	269 80
				473,426.59	427,937.97	45,488 62