

Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
 Do not enter social security numbers on this form as it may be made public.
 Go to www.irs.gov/Form990PF for instructions and the latest information.

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

04/01, 2017, and ending

03/31, 2018

Name of foundation

LESLIE FUND, INC.

A Employer identification number

36-6055800

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

Room/suite

B Telephone number (see instructions)

FOUNDATION SOURCE 501 SILVERSIDE RD

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

WILMINGTON, DE 19809-1377

G Check all that apply

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

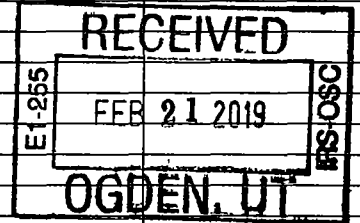
H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col (c), line
16) \$ 9,924,364.J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)

(Part I, column (d) must be on cash basis)

C If exemption application is
pending, check here.D 1 Foreign organizations, check here.
2 Foreign organizations meeting the
85% test, check here and attach
computationE If private foundation status was terminated
under section 507(b)(1)(A), check hereF 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)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments.	822.	822.		
4 Dividends and interest from securities	174,947.	170,154.		
5a Gross rents				
b Not rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	295,747.			
b Gross sales price for all assets on line 6a	5,121,256.			
7 Capital gain net income (from Part IV, line 2)		295,747.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	471,516.	466,723.		
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) <i>ATCH 1</i>	3,658.			3,658.
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) <i>[2]</i>	67,925.	67,925.		
17 Interest				
18 Taxes (attach schedule) (see instructions) <i>[3]</i>	4,400.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) <i>ATCH 4</i>	33,458.	375.		33,083.
24 Total operating and administrative expenses. Add lines 13 through 23.	109,441.	68,300.		36,741.
25 Contributions, gifts, grants paid	448,427.			448,427.
26 Total expenses and disbursements. Add lines 24 and 25	557,868.	68,300.	0.	485,168.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-86,352.			
b Net investment income (if negative, enter -0-)		398,423.		
c Adjusted net income (if negative, enter -0-)				

SCANNED MAR 28 2019
Operating and Administrative Expenses

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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	58,867.	102,310.	102,310.
	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)			
	b	Investments - corporate stock (attach schedule) ATCH 5	8,362,409.	8,054,916.	9,329,841.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶ (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 6	260,355.	443,053.	492,213.	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	8,681,631.	8,600,279.	9,924,364.	
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.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	8,681,631.	8,600,279.	
	30	Total net assets or fund balances (see instructions)	8,681,631.	8,600,279.	
	31	Total liabilities and net assets/fund balances (see instructions)	8,681,631.	8,600,279.	

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	8,681,631.
2	Enter amount from Part I, line 27a	2	-86,352.
3	Other increases not included in line 2 (itemize) ▶ ATCH 7	3	5,000.
4	Add lines 1, 2, and 3	4	8,600,279.
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	8,600,279.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 SEE PART IV SCHEDULE					
b					
c					
d					
e					

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
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	295,747.
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	0.

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 doesn't qualify under section 4940(e) Do not complete this part

(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))
2016	482,636.	9,605,358.	0.050247
2015	517,390.	9,773,611.	0.052937
2014	466,333.	10,413,038.	0.044784
2013	492,719.	9,991,038.	0.049316
2012	404,818.	9,213,301.	0.043938

2 Total of line 1, column (d)	2	0.241222
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.048244
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	10,054,163.
5 Multiply line 4 by line 3.	5	485,053.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,984.
7 Add lines 5 and 6.	7	489,037.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	485,168.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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	7,968.
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	7,968.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-		5	7,968.
6 Credits/Payments			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	5,142.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	3,026.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7		8,168.
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		200.
11 Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 200. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered See instructions ☐ IL, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designee) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754 Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377		
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		
16 At any time during calendar year 2017, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	
Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2017 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 2017)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	X

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

		Yes	No
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 ☐	
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 ☐ X	
If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	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
ATCH 8		0.	0.	0.

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

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

Total number of other employees paid over \$50,000. ☐

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		0.
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.

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	9,572,287.
b	Average of monthly cash balances	1b	177,849.
c	Fair market value of all other assets (see instructions).	1c	457,136.
d	Total (add lines 1a, b, and c)	1d	10,207,272.
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	10,207,272.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	153,109.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,054,163.
6	Minimum investment return. Enter 5% of line 5	6	502,708.

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	502,708.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	7,968.
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,968.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	494,740.
4	Recoveries of amounts treated as qualifying distributions	4	5,000.
5	Add lines 3 and 4.	5	499,740.
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	499,740.

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	485,168.
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	485,168.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	485,168.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				499,740.
2 Undistributed income if any, as of the end of 2017				
a Enter amount for 2016 only.			467,581.	
b Total for prior years 20 <u>15</u> , 20 <u>14</u> , 20 <u>13</u>				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>485,168.</u>				
a Applied to 2016, but not more than line 2a			467,581.	
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 2017 distributable amount.				17,587.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2017 (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				
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 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				482,153.
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 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

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

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

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

N/A

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ATCH 9				
Total			▶ 3a	448,427.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments .			14	822.	
4 Dividends and interest from securities			14	174,947.	
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	295,747.	
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)				471,516.	
13 Total Add line 12, columns (b), (d), and (e)					471,516.

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

[illegible]

ATTACHMENT 1

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
GENERAL CONSULTATIONS	3,658.			3,658.
TOTALS	<u>3,658.</u>			<u>3,658.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT SERVICES	67,925.	67,925.
TOTALS	<u>67,925.</u>	<u>67,925.</u>

ATTACHMENT 3FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-PF ESTIMATED TAX FOR 2018	4,400.
TOTALS	<u>4,400.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	30,981.		30,981.
BANK CHARGES	375.	375.	
INDEMNIFICATION INSURANCE	1,612.		1,612.
REGISTERED AGENT FEE	439.		439.
STATE OR LOCAL FILING FEES	51.		51.
TOTALS	33,458.	375.	33,083.

FORM 990PF, PART II - CORPORATE STOCK--ATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AC ALTERNATIVES MARKET NEUTRAL	311,928.	304,270.
AEROJET ROCKETDYNE HOLDINGS IN	15,837.	14,544.
AMERCO	23,983.	22,777.
APACHE CORPORATION	22,669.	16,931.
ARAMARK	11,180.	11,472.
ARCONIC INC	15,257.	15,437.
AXALTA COATING SYSTEMS LTD	7,005.	8,151.
BAIRD INTERMEDIATE BOND FD INS	400,034.	393,110.
BAIRD SHORT TERM BOND FUND INS	778,617.	770,040.
BAIRD ULTRA SHORT BOND FUND IN	325,148.	324,334.
BLACKROCK STRAT INC OPP - INS	263,629.	255,054.
BLACKSTONE ALTERNATIVE INV FDS	140,000.	137,031.
BOK FINANCIAL CORP	19,335.	24,550.
BORG WARNER INC	7,488.	10,548.
BRINKER INTL INC	25,839.	23,104.
CATALYST MILLBURN HEDGE STRATE	134,596.	140,405.
CITIZENS FINANCIAL GROUP, INC	14,846.	23,509.
COGNIZANT TECHNOLOGY SOLUTIONS	12,028.	17,710.
CSRA INC	13,927.	19,378.
DISCOVERY INC (FORMERLY DISC C	25,518.	20,594.
DOUBLELINE CORE FIXED INCOME I	160,000.	154,970.
ENCOMPASS HEALTH CORPORATION	12,853.	19,323.
ENTERGY CORP	12,592.	13,393.
EQT CORPORATION	20,992.	16,629.
F5 NETWORKS, INC	16,273.	18,365.
FIFTH THIRD BANCORP	11,729.	17,463.
GENTEX CORPORATION	16,312.	21,869.
INGREDION INC	15,752.	15,470.
INTERPUBLIC GROUP OF COS	20,357.	21,418.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INVESCO PLC	17,675.	19,206.
ISHARE SP SMALL CAP 600 INDEX	143,310.	234,958.
ISHARES RUSSELL 1000 INDEX FD	135,663.	331,552.
ISHARES TR S & P MIDCAP 400 IN	366,706.	403,276.
JPMORGAN EQUITY INCOME FUND SE	186,259.	385,916.
KAR AUCTION SERVICES INC	16,368.	21,138.
LAZARD INTL STRATEGY EQUITY PO	211,196.	225,656.
LOEWS CORP	11,539.	11,935.
LOOMIS SAYLES BOND N	200,377.	200,230.
METROPOLITAN WEST RETURN BOND	237,088.	227,255.
MICHAELS STORES INC	18,475.	17,148.
NATL OILWELL VARCO	18,138.	18,773.
NEWFIELD EXPLORATION CO	26,471.	20,757.
NISOURCE INC	11,636.	12,433.
NORTHERN TRUST CORPORATION	13,068.	18,563.
OPPENHEIMER INTERNATIONAL BOND	150,000.	149,001.
OPPENHEIMER INTL DIV FD (Y)	195,000.	236,792.
OPPENHEIMER ROCHESTER INTER TE	105,604.	102,086.
OPPENHEIMER ROCHESTER SHORT TE	125,000.	124,653.
OPPENHEIMER SNR FLOATING RAT	267,733.	259,038.
OPPENHEIMER STEELPATH MLP ALPH	157,218.	125,588.
RYMAN HOSPITALITY PROPERTIES	12,586.	20,602.
SCHWAB US BROAD MARKET	792,959.	1,069,757.
SNAP ON INC	20,174.	19,918.
STORE CAPITAL CORPORATION	15,799.	18,615.
T ROWE PRICE INSTITUTIONAL LAR	171,486.	481,966.
TEMPLETON GLOBAL BD	216,987.	200,994.
THE ALGER FDS II, ALGER SPECTR	165,000.	197,866.
THE JM SMUCKER COMPANY	16,314.	19,222.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
U G I CP	23,693.	22,210.
UNIVERSAL HLTH SVC B	21,452.	21,314.
VANGUARD MID-CAP INDEX FD ADMI	218,711.	276,442.
VANGUARD SMALL CAP INDEX FD AD	125,000.	144,860.
VENTAS INC	16,259.	14,364.
VERSUS CAPITAL MULTI MNGR REAL	145,000.	151,605.
VISTRA ENERGY CORP	13,768.	16,247.
WESTWOOD SMALLCAP FD I	90,000.	90,369.
WEYERHAEUSER CO	19,525.	23,310.
WFA DISCIPLINED U.S. CORE FUND	244,690.	259,992.
WHITE MTN INS LTD	19,287.	23,853.
WILLIAM BLAIR EMERGING MARKETS	114,193.	141,260.
WILLIAM BLAIR MACRO ALLOCATION	104,663.	101,217.
ZAYO GROUP HOLDINGS INC	17,122.	16,055.
TOTALS	<u>8,054,916.</u>	<u>9,329,841.</u>

ATTACHMENT 6FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FREEMPORT FIRST LIEN LOAN FUND	443,053.	492,213.
TOTALS	<u>443,053.</u>	<u>492,213.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
RETURNED GRANT	5,000.
TOTAL	<u>5,000.</u>

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,121,256.		PUBLICLY-TRADED SECURITIES 4,825,509.					295,747.	
TOTAL GAIN (LOSS)							<u>295,747.</u>	

LESLIE FUND, INC.

2017 FORM 990-PF

36-6055800

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JAMES W LESLIE FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	VP / SEC / DIR 1.00	0.	0.	0.
VICTORIA H LESLIE FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES / DIR / TREAS 3.00	0.	0.	0.
JUDITH W MCCUE FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
ALZHEIMERS DISEASE AND RELATED DISORDERS ASSOCIATI 225 N MICHIGAN AVE 17TH FL CHICAGO, IL 60601	N/A PC		GENERAL & UNRESTRICTED	10,000
AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC 125 BROAD ST, 18TH FL NEW YORK, NY 10004	N/A PC		GENERAL & UNRESTRICTED	10,000
BIG CLASS INC 532 LOUISA ST NEW ORLEANS, LA 70117	N/A PC		GENERAL & UNRESTRICTED	1,000
BOOK-IT REPERTORY THEATRE SEATTLE CENTER 305 HARRISON ST SEATTLE, WA 98109	N/A PC		GENERAL & UNRESTRICTED	1,000
BRADY CENTER TO PREVENT GUN VIOLENCE 840 1ST ST NE STE 400 WASHINGTON, DC 20002	N/A PC		FINISH THE JOB FUND	10,000
BUILD INCORPORATED 5100 W HARRISON ST CHICAGO, IL 60644	N/A PC		GENERAL & UNRESTRICTED	5,000

ATTACHMENT 9

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAMP KOREY 24880 BROTHERHOOD RD MOUNT VERNON, WA 98274	N/A PC	GENERAL & UNRESTRICTED	1,000
CHICAGO SYMPHONY ORCHESTRA 220 S MICHIGAN AVE CHICAGO, IL 60604	N/A PC	CIVIC FELLOWSHIP PROGRAM	30,000
CHICAGO SYMPHONY ORCHESTRA 220 S MICHIGAN AVE CHICAGO, IL 60604	N/A PC	NEW MUSIC WORKSHOP CONCERT OF THE CIVIC ORCHESTRA	2,500
CHILDHAVEN 316 BROADWAY SEATTLE, WA 98122	N/A PC	GENERAL & UNRESTRICTED	5,000
CIVITAS ENSEMBLE PO BOX 60921 CHICAGO, IL 60660	N/A PC	GENERAL & UNRESTRICTED	5,000
DANN - DOMESTIC ABUSE WOMENS NETWORK PO BOX 1449 KENT, WA 98035	N/A PC	GENERAL & UNRESTRICTED	3,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EARTHJUSTICE 50 CALIFORNIA ST, STE 500 SAN FRANCISCO, CA 94111	N/A PC	GENERAL & UNRESTRICTED	15,000
FAIRVOTE 6930 CARROLL AVE STE 240 TAKOMA PARK, MD 20912	N/A PC	GENERAL & UNRESTRICTED	3,000
FIRST PLACE 172 20TH AVE SEATTLE, WA 98122	N/A PC	GENERAL & UNRESTRICTED	5,000
FRENCH QUARTER FESTIVAL INC 400 N PETERS ST STE 205 NEW ORLEANS, LA 70130	N/A PC	GENERAL & UNRESTRICTED	2,500
FRIENDS OF KEXP 472 1ST AVE N SEATTLE, WA 98109	N/A PC	GENERAL & UNRESTRICTED	1,000
HENDERSON-NORWESTER CAMP PO BOX 1055 EDMONDS, WA 98020	N/A PC	GENERAL & UNRESTRICTED	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
IKON EDUCATION INSTITUTE PO BOX 20034 SEATTLE, WA 98102	N/A PC	GENERAL & UNRESTRICTED	1,000
INFANT WELFARE SOCIETY OF CHICAGO 3600 W FULLERTON AVE CHICAGO, IL 60647	N/A PC	GENERAL & UNRESTRICTED	3,000
KUON-PUGET SOUND PUBLIC RADIO 4518 UNIVERSITY WAY NE STE 310 SEATTLE, WA 98105	N/A PC	GENERAL & UNRESTRICTED	10,000
LEAGUE OF WOMEN VOTERS OF NEBRASKA 4600 VALLEY RD STE 306 LINCOLN, NE 68510	N/A PC	GENERAL & UNRESTRICTED	5,000
LITTLE VILLAGE FOUNDATION 606 ALAMO PINTADO RD SOLVANG, CA 93463	N/A PC	GENERAL & UNRESTRICTED	3,000
LITTLE VILLAGE FOUNDATION 606 ALAMO PINTADO RD SOLVANG, CA 93463	N/A PC	GENERAL & UNRESTRICTED	5,000

LESLIE FUND, INC

2017 FORM 990-PF

36-6055800

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LYRIC OPERA OF CHICAGO 20 N WACKER DR STE 860 CHICAGO, IL 60606	N/A PC	LAUNCHPAD PROGRAM OF THE RYAN OPERA CENTER	5,000
MACMURRAY COLLEGE 447 E COLLEGE AVE JACKSONVILLE, IL 62650	N/A PC	GENERAL & UNRESTRICTED	2,500
MARIGNY OPERA HOUSE FOUNDATION 2718 DAUPHINE ST NEW ORLEANS, LA 70117	N/A PC	GENERAL & UNRESTRICTED	1,000
MEDECINS SANS FRONTIERES USA INC 40 RECTOR ST 16TH FL NEW YORK, NY 10006	N/A PC	GENERAL & UNRESTRICTED	10,000
MERIT SCHOOL OF MUSIC 38 S PEORIA ST CHICAGO, IL 60607	N/A PC	SCHOLAR'S FUND	2,500.
NATURE CONSERVANCY - WASHINGTON 74 WALL ST SEATTLE, WA 98121	N/A PC	GENERAL & UNRESTRICTED	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW BEGINNINGS PO BOX 75125 SEATTLE, WA 98175	N/A PC	GENERAL & UNRESTRICTED	5,000
NEW ORLEANS JAZZ & HERITAGE FOUNDATION INC 1205 N RAMPART ST NEW ORLEANS, LA 70116	N/A PC	GENERAL & UNRESTRICTED	20,000
NORTH SHORE COUNTRY DAY SCHOOL 310 GREEN BAY RD WINNETKA, IL 60093	N/A PC	GENERAL & UNRESTRICTED	5,000
NORTHWEST HARVEST E M M PO BOX 12272 SEATTLE, WA 98102	N/A PC	GENERAL & UNRESTRICTED	10,000
OREGON FOOD BANK INC 7900 NE 33RD DR PORTLAND, OR 97211	N/A PC	GENERAL & UNRESTRICTED	3,000
ORION SOCIETY 187 MAIN ST GREAT BARRINGTON, MA 01230	N/A PC	GENERAL & UNRESTRICTED	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OUTDOORS FOR ALL FOUNDATION 6344 NE 74TH ST STE 102 SEATTLE, WA 98115	N/A PC	TRAINING, FACILITIES AND EQUIPMENT, AND FINANCIAL AID FUND	40,000
PACIFIC CREST MONTESSORI SCHOOL 600 NW BRIGHT ST SEATTLE, WA 98107	N/A PC	GENERAL & UNRESTRICTED	1,000
PACIFIC LUTHERAN UNIVERSITY, KPLU RADIO DIVISION 2601 4TH AVE, STE 150 SEATTLE, WA 98121	N/A PC	KNKX (FORMERLY KPLU) PROGRAM	5,000
PACIFIC PUBLIC MEDIA 2601 4TH AVE STE 150 SEATTLE, WA 98121	N/A PC	KNKX PROGRAM	5,000
PATH 2201 WESTLAKE AVE STE 200 SEATTLE, WA 98121	N/A PC	EARLY EDUCATION FUND	5,000
PEOPLES MUSIC SCHOOL INC 931 W EASTWOOD AVE CHICAGO, IL 60640	N/A PC	GENERAL & UNRESTRICTED	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
PLANNED PARENTHOOD GULF COAST INC 4600 GULF FWY HOUSTON, TX 77023	N/A PC		LOUISIANA CHAPTER	6,250
PLANNED PARENTHOOD OF GREATER TEXAS 7424 GREENVILLE AVE DALLAS, TX 75231	N/A PC		GENERAL & UNRESTRICTED	10,000
PLANNED PARENTHOOD OF ILLINOIS 18 S MICHIGAN AVE 6TH FLR CHICAGO, IL 60603	N/A PC		GENERAL & UNRESTRICTED	7,500
PLANNED PARENTHOOD OF THE GREAT NORTHWEST AND THE 2001 E MADISON ST SEATTLE, WA 98122	N/A PC		GENERAL & UNRESTRICTED	7,500
PLANNED PARENTHOOD OF WISCONSIN INC 302 N JACKSON ST MILWAUKEE, WI 53202	N/A PC		GENERAL & UNRESTRICTED	6,250
PLANNED PARENTHOOD SOUTHEAST INC 241 PEACHTREE ST NE STE 40 ATLANTA, GA 30303	N/A PC		FUNDS ARE TO BE SPLIT EVENLY BETWEEN THE STATES OF MISSISSIPPI AND ALABAMA	12,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
PLYMOUTH HOUSING GROUP 2113 3RD AVE SEATTLE, WA 98121	N/A PC		GENERAL & UNRESTRICTED	5,000
RAIN CITY ROCK CAMP FOR GIRLS 117 E LOUISA ST 445 SEATTLE, WA 98102	N/A PC		GENERAL & UNRESTRICTED	2,000
RICHARD HUGO HOUSE 1634 11TH AVE SEATTLE, WA 98122	N/A PC		GENERAL & UNRESTRICTED	3,000
ROOTS OF MUSIC INC 2624 BURGUNDY ST NEW ORLEANS, LA 70117	N/A PC		GENERAL & UNRESTRICTED	1,000
SAN JUAN PRESERVATION TRUST PO BOX 759 FRIDAY HARBOR, WA 98250	N/A PC		GENERAL & UNRESTRICTED	3,000
SEATTLE ART MUSEUM 1300 1ST AVE SEATTLE, WA 98101	N/A PC		GENERAL & UNRESTRICTED	3,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEATTLE JAZZED 3201 E REPUBLICAN ST SEATTLE, WA 98112	N/A PC	GENERAL & UNRESTRICTED	3,000
SEATTLE MUSIC PARTNERS 425 BROADWAY RM 508 SEATTLE, WA 98122	N/A PC	GENERAL & UNRESTRICTED	3,000
SEATTLE PACIFIC UNIVERSITY 3307 3RD AVE W SEATTLE, WA 98119	N/A PC	HYDROELECTRIC PLANT ON BLAKELY ISLAND FUND	3,927
SEATTLE POLICE FOUNDATION PO BOX 456 SEATTLE, WA 98111	N/A PC	VICTIM SUPPORT TEAM	3,000
SOCIETY FOR SCIENCE & THE PUBLIC 1719 N ST NW WASHINGTON, DC 20036	N/A PC	GENERAL & UNRESTRICTED	2,000
SOUTHERN POVERTY LAW CENTER INC 400 WASHINGTON AVE MONTGOMERY, AL 36104	N/A PC	GENERAL & UNRESTRICTED	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STOLENYOUTH PO BOX 296 SEATTLE, WA 98111	N/A PC	GENERAL & UNRESTRICTED	1,000
THE BIOMIMICRY INSTITUTE P O BOX 9216 MISSOULA, MT 59807	N/A PC	GENERAL & UNRESTRICTED	2,500
THE INTERNATIONAL SNOW LEOPARD TRUST DBA SNOW LEOP 4649 SUNNYSIDE AVE N, STE 325 SEATTLE, WA 98103	N/A PC	GENERAL & UNRESTRICTED	1,000
THE NORTHWEST SCHOOL OF THE ARTS HUMANITIES AND EN 1415 SUMMIT AVE SEATTLE, WA 98122	N/A PC	THE NORTHWEST EXPERIENCE FUND	5,000
THE VOTER PARTICIPATION CENTER 1707 L ST NW STE 300 WASHINGTON, DC 20036	N/A PC	GENERAL & UNRESTRICTED	7,000
TOURETTE ASSOCIATION OF AMERICA INC 42-40 BELL BLVD BAYSIDE, NY 11361	N/A PC	GENERAL & UNRESTRICTED	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOWN HALL ASSOCIATION 720 SENECA ST STE A SEATTLE, WA 98101	N/A PC	GENERAL & UNRESTRICTED	2,000
UNIVERSITY OF PUGET SOUND 1500 N WARNER ST TACOMA, WA 98416	N/A PC	SAA PEER MENTORING PROGRAM DEVELOPMENT	40,000
WASHINGTON WOMENS FOUNDATION 2100 24TH AVE S STE 330 SEATTLE, WA 98144	N/A PC	GENERAL & UNRESTRICTED	3,000
WILLIAM J BRENNAN JR CENTER FOR JUSTICE INC 120 BROADWAY STE 1750 NEW YORK, NY 10271	N/A PC	GENERAL & UNRESTRICTED	10,000
WINDOW TO THE WORLD COMMUNICATIONS INC 5400 N ST LOUIS AVE CHICAGO, IL 60625	N/A PC	OLIVER DRAGON FUND	2,500
YOUNG WOMENS CHRISTIAN ASSOCIATION OF SEATTLE-KING 1118 5TH AVE SEATTLE, WA 98101	N/A PC	TIME-LIMITED HOUSING PROGRAMS FOR WOMEN AND FAMILIES	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YOUTH IN FOCUS 2100 24TH AVE S SEATTLE, WA 98144	N/A PC	GENERAL & UNRESTRICTED	1,000
YOUTHCARE 2500 NE 54TH ST SEATTLE, WA 98105	N/A PC	GENERAL & UNRESTRICTED	5,000
TOTAL CONTRIBUTIONS PAID			448,427