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EXTENDED TO NOVEMBER 15, 2019

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.  
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OMB No 1545-0052

2018

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2018 or tax year beginning

, and ending

Name of foundation <b>LEO MODEL FOUNDATION, INC.</b>		A-Employer identification number <b>23-7084119</b>
Number and street (or P O box number if mail is not delivered to street address) <b>1500 WALNUT STREET, SUITE 1300</b>	Room/suite	B Telephone number <b>215-546-8058</b>
City or town, state or province, country, and ZIP or foreign postal code <b>PHILADELPHIA, PA 19102</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D-1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 49,520,072.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	28.			STATEMENT 1
	4 Dividends and interest from securities	580,834.	618,026.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	760,647.			
	b Gross sales price for all assets on line 6a	8,380,947.			
	7 Capital gain net income (from Part IV, line 2)		760,647.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	926,030.	870,632.	0.	STATEMENT 3	
12 Total. Add lines 1 through 11	2,267,539.	2,249,305.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	17,100.	5,985.	0.	11,115.
	c Other professional fees	12,462.	7,164.	0.	5,298.
	17 Interest				
	18 Taxes	273,383.	1,883.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy	4,400.	2,566.	0.	1,834.
	21 Travel, conferences, and meetings	4,140.	0.	0.	4,140.
	22 Printing and publications				
	23 Other expenses	149,082.	75,236.	0.	73,846.
	24 Total operating and administrative expenses. Add lines 13 through 23	460,567.	92,834.	0.	96,233.
	25 Contributions, gifts, grants paid	2,249,525.			2,249,525.
26 Total expenses and disbursements. Add lines 24 and 25	2,710,092.	92,834.	0.	2,345,758.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-442,553.				
b Net investment income (if negative, enter -0-)		2,156,471.			
c Adjusted net income (if negative, enter -0-)			0.		

**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	168,734.	42,046.	42,046.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations STMT- 8	6,492,876.	7,055,611.	7,084,444.	
	b Investments - corporate stock STMT. 9	21,611,516.	20,513,341.	21,129,230.	
	c Investments - corporate bonds				
	<b>Liabilities</b>	11 Investments - land, buildings, and equipment, basis ▶			
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 10		19,374,855.	18,981,624.	21,264,352.	
14 Land, buildings, and equipment, basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item i)		47,647,981.	46,592,622.	49,520,072.	
17 Accounts payable and accrued expenses					
18 Grants payable					
<b>Net Assets or Fund Balances</b>	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>	27 Capital stock, trust principal, or current funds	47,647,981.	46,592,622.	
		28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
		29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
		30 Total net assets or fund balances	47,647,981.	46,592,622.	
	31 Total liabilities and net assets/fund balances	47,647,981.	46,592,622.		

**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	47,647,981.
2 Enter amount from Part I, line 27a	2	-442,553.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	47,205,428.
5 Decreases not included in line 2 (itemize) ▶ OTHER DECREASES	5	612,806.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	46,592,622.

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**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.)
1a HAWTHORN - SEE STATEMENT	P	VARIOUS	02/13/18
b HAWTHORN - SEE STATEMENT	P	VARIOUS	12/31/18
c CAPITAL GAINS DIVIDENDS			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 54,765.		54,676.	89.
b 8,173,578.		7,565,624.	607,954.
c 152,604.			152,604.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(i) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			89.
b			607,954.
c			152,604.
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	760,647.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	89.

**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.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	2,083,584.	52,195,662.	.039919
2016	1,883,679.	45,963,126.	.040982
2015	1,906,402.	47,412,199.	.040209
2014	2,572,373.	47,230,999.	.054464
2013	2,245,867.	44,841,984.	.050084

2 Total of line 1, column (d)	2	.225658
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	.045132
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	51,709,569.
5 Multiply line 4 by line 3	5	2,333,756.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,565.
7 Add lines 5 and 6	7	2,355,321.
8 Enter qualifying distributions from Part XII, line 4	8	2,345,758.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	1	43,129.
3	Add lines 1 and 2	2	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	3	43,129.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	4	0.
6	Credits/Payments:	5	43,129.
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	27,634.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	50,000.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	77,634.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	462.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	34,043.
11	Enter the amount of line 10 to be: <b>Credited to 2019 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> <u>NY</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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 2018 or the tax year beginning in 2018? 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

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**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 <b>N/A</b>	X	
14 The books are in care of <b>ALLEN MODEL</b> Telephone no. <b>215-546-8058</b> Located at <b>1500 WALNUT ST., STE. 1300, PHILADELPHIA, PA</b> ZIP+4 <b>19102</b>		
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 <b>15</b> <b>N/A</b>		
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		X

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

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

	Yes	No
<b>1a</b> During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		X
<b>c</b> 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 2018?		X
<b>2</b> 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)): <b>a</b> At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>N/A</b>		
<b>b</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.) <b>N/A</b>		
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <b>N/A</b>		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If "Yes," did it have excess business holdings in 2018 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 2018.) <b>N/A</b>		
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
<b>b</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 2018?		X

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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	31,014,961.
b	Average of monthly cash balances	1b	217,711.
c	Fair market value of all other assets	1c	21,264,352.
d	Total (add lines 1a, b, and c)	1d	52,497,024.
e	Reduction claimed for blockage or other factors reported on line 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	52,497,024.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	787,455.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	51,709,569.
6	Minimum investment return. Enter 5% of line 5	6	2,585,478.

**Part XII** Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,585,478.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	43,129.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	5,110.
c	Add lines 2a and 2b	2c	48,239.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,537,239.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,537,239.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,537,239.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,345,758.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	2,345,758.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,345,758.

**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.

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				2,537,239.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			1,225,274.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ 2,345,758.				
a Applied to 2017, but not more than line 2a			1,225,274.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount				1,120,484.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				1,416,755.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, 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

Tax year

(a) 2018

(b) 2017

Prior 3 years

(c) 2016

(d) 2015

(e) Total

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

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

NONE

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

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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 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
<b>a Paid during the year</b>				
SEE ATTACHED GRANTS LIST	NONE		SEE ATTACHMENT DETAIL OF GRANTS AND RECIPIENTS	2,249,525.
<b>Total</b>			<b>3a</b>	2,249,525.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	0.

Form 990-PF (2018)





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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME - MORGAN	28.	0.	0.
TOTAL TO PART I, LINE 3	28.	0.	0.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVD & INT INCOME - HAWTHORN	733,001.	152,604.	580,397.	617,589.	0.
DIVIDEND INC - GSO CDCG III FEEDER	437.	0.	437.	437.	0.
TO PART I, LINE 4	733,438.	152,604.	580,834.	618,026.	0.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BPG INVESTMENT PARTNERSHIP VII-A, LP	203,445.	203,445.	
BPG INVESTMENT PARTNERSHIP VIIIA, LP	143,206.	143,206.	
AVENUE EUROPE SPECIAL SITUATIONS FUND II, LP	8,786.	8,786.	
INVESCO DB COMMODITY INDEX TRACKING FUND	-47,600.	-47,600.	
VITTORIA OFFSHORE FUND, LTD	362,484.	362,484.	
MELOY FUND - INC	-4,562.	-2,140.	
1128 ASSOCIATES, LP	4,256.	0.	
BPG PARTNERSHIP VI	-6,984.	-6,242.	
LOCUST COURT ASSOCIATES	54,269.	0.	
BPG MULTI-FAMILY PARTNERSHIP	-1,884.	-1,884.	
VERITABLE LONG-BIASED	210,614.	210,577.	
TOTAL TO FORM 990-PF, PART I, LINE 11	926,030.	870,632.	



SECRETARIAL SERVICES	- 7,595.	- 4,655.	- 0.	- 2,940.-
TELEPHONE	379.	379.	0:	0.
TO FORM 990-PF, PG 1, LN 23	149,082.	75,236.	0.	73,846.

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FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
UNITED STATES TREAS NOTES (SEE STMNT B)	X		7,055,611.	7,084,444.
TOTAL U.S. GOVERNMENT OBLIGATIONS			7,055,611.	7,084,444.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			7,055,611.	7,084,444.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP STOCK - SEE STATEMENT B	20,513,341.	21,129,230.
TOTAL TO FORM 990-PF, PART II, LINE 10B	20,513,341.	21,129,230.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LP INTEREST - 1128 ASSOC	COST	-153,106.	380,000.
LP INTEREST - LOCUST COURT	COST	-219,422.	640,000.
LP INTEREST - BPG PRTNSHP VI	COST	110,957.	87,000.
LP INTEREST - BPG PRTNSHP VIIA	COST	923,025.	382,000.
LP INTEREST - BPG PRTNSHP VIIIA	COST	266,632.	33,000.
LP INTEREST - BPG MULTIFAMILY	COST	1,015.	835.
INTEREST - VITTORIA OFFSHORE FUND LTD.	COST	15,397,658.	16,550,594.
LP INTEREST - ARCHVIEW CREDIT	COST	12,320.	0.
LP INTEREST - AVENUE EUROPE	COST	84,694.	83,781.
LP INTEREST - VERITABLE LONG BIASED DOM FUND	COST	2,001,850.	2,440,528.



LP INTEREST - GSO PARTNERS	COST	7,872.	13,930.
INTEREST - LONG POND OFFSHORE LTD.	COST	555,634.	637,690.
LP INTEREST - MELOY FUND	COST	-7,505.	14,994.
TOTAL TO FORM 990-PF, PART II, LINE 13		18,981,624.	21,264,352.

FORM 990-PF      PART VIII - LIST OF OFFICERS, DIRECTORS      STATEMENT 11  
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT	
ALLEN MODEL 1500 WALNUT STREET, SUITE 1300 PHILADELPHIA, PA 19102	PRESIDENT & ASSISTANT SECR 0.00	0.	0.	0.
MARJORIE RUSSEL 500 EAST 63RD STREET, #24K NEW YORK, NY 10065	VICE PRESIDENT & ASSISTANT 0.00	0.	0.	0.
PAMELA GRACE ONE HANSON PLACE, APT #25D BROOKLYN, NY 11243	SECRETARY 0.00	0.	0.	0.
ROBERTA GAUSAS 1500 WALNUT STREET, SUITE 1300 PHILADELPHIA, PA 19102	VICE PRESIDENT AND ASSISTA 0.00	0.	0.	0.
PAUL MODEL 17 WEST 71ST STREET, #10A NEW YORK, NY 10023	VICE PRESIDENT AND TREASUR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF      OTHER REVENUE      STATEMENT 12

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
1128 ASSOCIATES, LP	531390	4,256.	16	0.	
BPG PARTNERSHIP VI	531390	-742.	16	-6,242.	
LOCUST COURT ASSOCIATES	531390	54,269.	16	0.	
BPG MULTI-FAMILY PARTNERSHIP	531390	0.	16	-1,884.	

VERITABLE LONG-BIASED	531390	37: 16	210,577.
TOTAL TO FORM 990-PF, PG 12, LN 11		57,820.	202,451.

LEO MODEL FOUNDATION, INC.		2018 FORM 990-PF, PART XV	EIN: 23-7084119
Grant Recipient / Address	Status	Purpose of Grant	Amount
Academy of Natural Sciences 19th & The Parkway Philadelphia, PA 19103	public charity	General operating support	\$ 56,000 00
Active Citizen Project/Project EATS 250 West 39th Street, Ste 705 New York, NY 10018	501(c)(3)	healthy eating in schools and poor communities	\$ 5,000 00
American Association for the Advancement of Science (AAAS) 1200 New York Avenue NW Washington, DC 20005	501(c)(3)	science education, support, cooperation	\$ 5,000 00
Amazon Conservation Association 1012 14th St NW #625 Washington, DC 20005	501(c)(3)	General operating support of conservation efforts	\$ 45,000 00
American Civil Liberties Union Foundation (ACLU) 125 Broad Street, 18th Floor New York, NY 10004	501(c)(3)	protect civil liberties in US	\$ -10,000 00
American Friends of The Parents' Circle 301E 57th Street, 4th Floor New York, NY 10022	public charity	promote reconciliation between Israelis & Palestinians	\$ 7,000 00
Amnesty International USA 5 Penn Plaza New York, NY 10001	509(a)1	General support for international human rights	\$ 10,000 00
ASAS (After-School All-Stars) Philadelphia 1501 Cherry Street Philadelphia, PA 19102	501(c)(3)	General operating support of enrichment activities	\$ 13,750 00
ASOPRS Foundation PO Box 916048 Longwood, FL 32791	509(a)1	ongoing education, humanitarian projects, and research in the field of Ophthalmic Plastic and Reconstructive Surgery	\$ 1,000 00
Astral Artistic Services 230 South Broad St., 9th Floor Philadelphia, PA 19102	501(c)(3)	General operating support for artistic programs	\$ 7,000 00
Audubon 225 Varck St., 7th Floor New York, NY 10014	509(a)1	Operating support for saving and protecting birds and their habitat	\$ 500 00
Audubon NY 225 Varck St., 7th Floor New York, NY 10014	509(a)1	Operating support Operating support for saving and protecting birds and their habitat	\$ 375 00
Audubon Pennsylvania 1201 Pawlings Rd Audubon, PA 19403	509(a)1	Operating support for saving and protecting birds and their habitat	\$ 13,500 00
Audubon Rockies 116 N College Ave., Suite 1 Fort Collins, CO 80524	509(a)1	Operating support for saving and protecting birds and their habitat	\$ 350 00
BalletX 1923 Washington Ave Philadelphia, PA 19146	501(c)(3)	General operating support for programs	\$ 15,000 00
Bat Conservation International P O Box 162603 Austin TX 78716	public charity	conservation, education, research	\$ 30,000 00
Beat the Streets Wrestling Program Philadelphia 3700 Market Street, Suite 300 Philadelphia, PA 19104	501(c)(3)	support for a safe and nurturing environment for inner city underprivileged and at-risk youth	\$ 2,500 00
The Blue Card 171 Madison Ave., Suite 1405 New York, NY 10016	501(c)(3)	General Support for needy Holocaust survivors	\$ 5,000 00
Brennan Center for Justice 120 Broadway, Ste 1750 New York, NY 10271	501(c)(3)	research, policy and advocacy work for voting rights & campaign finance reform	\$ 20,000 00
Brookings Institution 1775 Massachusetts Ave Washington DC 20036	509(a)1	General operating expenses, non-profit think tank	\$ 50,000 00

Brooklyn Academy of Music 30 Lafayette Avenue Brooklyn, NY 11217	public charity	General Support	\$ 10,000 00
Brown University Box 1976 Providence RI 02912	public charity	Higher Education-General Support	\$ 2,000 00
B'Tselem USA P O Box 34064 Washington, DC 20043	501(c)(3)	General support for creating a human right culture in Israel	\$ 5,000 00
Central Park Conservancy 14 E 60th St, New York, NY 10022	501(c)(3)	restore, manage, and enhance Central Park in partnership with the public	\$ 1,000 00
Charity Navigator 139 Hamstown Rd , Ste 101 Glen Rock, NJ 07452	501(c)(3)	support for a major charity assessment organization that evaluates charitable organizations in the United States	\$ 1,000 00
CHOP Foundation 3401 Civic Center Blvd Philadelphia, PA 19104	501(c)(3)	support of community-based programs in greatest need	\$ 10,000 00
City Harvest 6 E 32nd St , 5th Floor New York, NY 10016	509(a)1	food rescue and distribution, education	\$ 6,000 00
Columbia University P O Box 1383 New York, NY 10277	509(a)(1)	School of Social Work general operating support	\$ 1,500 00
Committee to Protect Journalists 330 7th Ave , 11th Floor New York, NY 10001	public charity	use press to promote freedom of speech & defense of journalists	\$ 5,000 00
Creative Time, Inc 59 East 4th Street, 6th Floor New York, NY 10003	501(c)3	support for public art projects with thousands of artists throughout NYC across the country, around the world	\$ 1,000 00
Curtis Institute of Music 1726 Locust St Philadelphia PA 19103	509(a)1	Scholarship fund for music academy	\$ 10,000 00
Damon Runyon Cancer Research Fund One Exchange Plaza 55 Broadway Suite 302 New York, NY 10006	public charity	fund cancer research & fellowships for young scientists	\$ 5,000 00
DNDI-NA (Drugs for Neglected Diseases initiative - North America) 40 Wall St, 24th floor New York, NY 10005	public charity	bridge R&D gaps in drugs for communicable diseases, initiate/coordinate research community, public sector & pharma	\$ 50,000 00
Doctors Without Borders 6 East 39th Street, 8th Floor New York NY 10016	public charity	medical relief to victims of war, disease, natural or man-made disaster	\$ 20,000 00
Donors Choose 134 West 37th Street, 11th Floor New York, NY 10018	501(c)3	public education, enrich students by funding teachers for extras	\$ 10,000 00
Drug Policy Alliance 131 West 33rd St , 15th Floor New York, NY 10001	public charity	racial & social justice, public health, drug testing & treatment	\$ 2,000 00
EcoHealth Alliance (Wildlife Trust) 460 West 34th Street, 17th Floor New York, NY 10001-2320	509(a)1	general operations, higher education for African biologists via Pmoehlman	\$ 40,000 00
Equal Justice Initiative 122 Commerce Street, Montgomery, AL 36104	501(c)3 exempt	legal representation to prisoners who may have been wrongly convicted of crimes, poor prisoners without effective representation, and others who may have been denied a fair trial	\$ 10,000 00
ELAW US 1412 Pearl Street Eugene, OR 97401	501(c)3 exempt	Supporting scientific help to keep coal in the ground	\$ 12,000 00
Episcopal Community Services 225 S 3rd Street Philadelphia, PA 19106	501(c)3 exempt	support of positive change throughout the Greater Philadelphia	\$ 10,000 00
FDR Foundation 26 Plympton St , Box 471 Cambridge, MA 02138	501(c)3 exempt	support of programs addressing meaningful gaps of the Harvard undergraduate experience	\$ 1,000 00
Film Forum 209 West Houston St New York, NY 10014	501(c)3 exempt	alternative screening space for independent films	\$ 6,000 00

Film Society of Lincoln Center 70 Lincoln Center Plaza New York, NY 10023	501(c)3 exempt	General operating support	\$ 14,000 00
Food Allergy Research and Education (FARE) f/k/a Food Allergy Initiative 7925 Jones Branch Drive, Suite 1100, McLean, VA 22102	public charity	support allergy research	\$ 1,000 00
Foundation for Int'l Community Assistance (FINCA) 1101 14th Street NW, Eleventh Floor Washington, DC 20005	501(c)3 exempt	financial services to lowest-income entrepreneurs, create jobs, build assets, improve living standard	\$ 1,000 00
Free Library of Philadelphia 1901 Vine Street, Ste 111 Philadelphia, PA 19103	501(c)3 exempt	General operating support	\$ 7,500 00
Fresh Air Fund 1040 Ave of the Americas New York NY 10018	public charity	cultural enrichment, recreation, education at its camps & w volunteer host families, year-round academic programs for low-income NYC children	\$ 2,000 00
Friends of Massey University 1209 G Street NE Washington, DC 20002	public charity	molecular biology research support	\$ 12,000 00
Germantown Friends School 31 W Coulter St Philadelphia PA 19144	509(a)1	Scholarship fund for underprivileged students	\$ 6,000 00
Glimmerglass Opera Box 191 Cooperstown, NY 13326	501(c)3 exempt	innovative opera, opportunities for young performers, etc, community outreach	\$ 3,000 00
Global Fund for Women 800 Market St, 7th Floor San Francisco, CA 94102	501(c)3 exempt	General operating support Campaign Fund	\$ 25,000 00
Goddard Riverside Community Center Development Office, 593 Columbus Ave New York, NY 10024	public charity	community center serving all ages counseling, meals, housing, tutoring etc	\$ 5,000 00
Grey2K USA Educational Fund P O Box 440142 Sommerville, MA 02144	public charity	sponsor greyhounds as they are released from closing racetracks, research the pan-mutuel industry and educate the public about the cruelty of dog racing	\$ 1,000 00
Hampshire College 893 West Street Amherst, MA 01002	public charity	Higher Education--General Support	\$ 100,000 00
Harlem Academy 1330 Fifth Avenue New York, NY 10026	501(c)3 exempt	General operating support	\$ 5,000 00
Harvard University 124 Mt Auburn St Cambridge MA 02138	509(a)1	Endowment for scholarship assistance, Faculty of Arts and Sciences	\$ 25,000 00
Haverford College 370 Lancaster Ave Haverford PA 19041	501(c)3 exempt	General operating support	\$ 10,000 00
Hawk Mountain Sanctuary R R 2, Box 191 Kempton PA 19529	509(a)2	General support for raptor conservation/research	\$ 5,000 00
Holy Apostles Soup Kitchen 296 9th Ave New York NY 10001	public charity	feed, counsel, assist homeless in multiple ways	\$ 12,000 00
Hospital for Special Surgery 535 East 70 <sup>th</sup> Street New York, NY 10021	501(c)3 exempt	new Clinical Care Building	\$ 10,000 00
Human Rights First 75 Broad St, 31st Floor New York, NY 10004	501(c)3 exempt	deployment of pro-bono lawyers to ensure US is global leader in human rights (immigration)	\$ 50,000 00
Human Rights Watch 350 5th Avenue New York, NY 10018	501(c)3 exempt	protect human rights around the world	\$ 20,000 00
Inn Dwelling 109 East Pnce Street Philadelphia, PA 19144	501(c)(3) 509(a)(2)	transforming the lives of at-risk youth through education	\$ 10,000 00
Innocence Project 40 Worth St, Suite 701 New York, NY 10013	public charity	exoneration of innocent via DNA testing and reforming the justice system	\$ 20,000 00

Institute for Local Self Reliance 1710 Connecticut Ave, NW, 4th Floor Washington DC, 20009	501(c)(3)	technical assistance to communities about local solutions for sustainable community development in areas such as banking, broadband, energy, and waste through local purchasing	\$ 20,000 00
International Crane Foundation 10 West 66th St , 11G New York, NY 10023	public charity	support for cranes and their habitat	\$ 350 00
International Rescue Committee 122 E 42nd St, 12th Fl New York NY 10168	public charity	help victims of conflict & disaster survive, recover & gain control of their future	\$ 12,000 00
Island Conservation 2100 Delaware Ave, Suite 1 Santa Cruz, CA 95060	501(c)(3)	prevent extinctions by removing invasive species from islands	\$ 20,000 00
J Street P O Box 66073 Washington, DC 20035	501(c)(3)	promote leadership to resolve Israeli-Palestinian & Arab conflicts by negotiation, provide intellectual home for American Jews, particularly youth	\$ 15,000 00
Jerusalem Foundation 420 Lexington Ave , Ste 1645 New York, NY 10170	public charity	preserving an open, equitable and modern society in Jerusalem	\$ 185,000 00
The Jewish Museum 1109 Fifth Avenue at 92nd Street New York, NY 10020	public charity	General operating support	\$ 2,000 00
LaGuardia Community College Foundation 31-10 Thomson Avenue, Room E508, Long Island City, NY 11101	501(c)(3) exempt	Support student, academic & facility needs for a largely poor immigrant community	\$ 10,000 00
Lawyers' Committee for Civil Rights Under Law (LCCRUL) 1401 New York Ave NW #400, Washington, DC 20005	501(c)(3) exempt	legal services to address racial discrimination, secure equal justice under law	\$ 7,000 00
Manhattan Theatre Club 311 W 43rd St , 8th Fl New York, NY 10036	501(c)(3) exempt	encourage new works, new talent, involve young people in theatre	\$ 1,000 00
MANNA 420 North 20th Street Philadelphia, PA 19130	public charity	support for a ministry outreach helping missionaries and those in need both in the United States and abroad	\$ 6,000 00
Memorial Sloan Kettering (MSK) 633 Third Avenue, 28th Fl New York, NY 10017	501(c)(3) exempt	supporting research to cure leukemia	\$ 1,000 00
Mercy for Animals 8033 Sunset Blvd, Ste 864 Los Angeles, CA 90046	501(c)(3) exempt	General operating support	\$ 10,000 00
Metropolitan Museum of Art 5th Ave at 82nd St New York NY 10028	public charity	General Cultural Support	\$ 4,000 00
Mid Atlantic Arts Foundation 201 N Charles St , Suite 401 Baltimore, MD 21201	501(c)(3) exempt	promote and support multi-state arts programming focused on performing arts touring, jazz, independent film, support for individual artists, and international cultural exchange	\$ 2,500 00
Middlesex School 1400 Lowell Rd, PO Box 9122 Concord MA 01742	509(a)	General operating support	\$ 40,000 00
Mighty Writers 1501 Christian Street Philadelphia, PA 19146	501(c)(3) exempt	teach Philadelphia kids (ages 7 - 17) to think and write with clarity so they can achieve success at school, at work and in life	\$ 15,000 00
Mural Arts Program 1729 Mount Vernon Street Philadelphia, PA 19130	501(c)(3) exempt	anti-graffiti mural program in Philadelphia and Pennsylvania that unites artists and communities through a collaborative process, rooted in the traditions of mural-making, to create art that transforms public spaces and individual lives	\$ 2,500 00
Museum of the City of New York 1220 Fifth Avenue New York, NY 10029	public charity	General operating support	\$ 2,000 00
Museum of Modern Art 11 W 53rd St New York NY 10019	public charity	General operating for art museum	\$ 4,000 00
National Audubon Society 225 Varck St , 7th Floor New York, NY 10014	509(a)1	Operating support for saving and protecting birds and their habitat	\$ 1,500 00
National Museum of African American History and Culture (NMAAHC) MRC 509, PO Box 37012 Washington, DC 20013-7012	501(c)(3) exempt	General operating support	\$ 2,000 00

Natural Lands Trust 1031 Palmers Mill Road, Media, PA, 19063	501(c)3 exempt	Preserving and nurturing nature's wonders. Creating opportunities for joy and discovery in the outdoors for everyone in Eastern PA	\$ 2,500 00
Nature Conservancy 205 Portland St., Suite 400 Boston, MA 02114-1708	501(c)3 exempt	use science, partnerships to protect lands & waters	\$ 15,000 00
Natural Resources Defense Council 40 W 20th St. New York, NY 10011	501(c)3 exempt	use science, law, advocacy to protect nature & people	\$ 25,000 00
Neighborhood Gardens Trust 100 North 20th St., Fifth Floor Philadelphia, PA 19103	public charity	preserving, protecting and promoting community gardening throughout Philadelphia	\$ 1,200 00
NEO Philanthropy 45 West 36th Street, 6th floor New York, NY 10018	501(c)3 exempt	helping nonprofit organizations build movements for justice, equity and dignity	\$ 3,000 00
New Israel Fund 2100 M Street, NW, Suite 619 Washington, DC 20037	public charity	support to advance equality and democracy for all Israelis	\$ 70,000 00
The New School (formerly School for Social Research) 79 Fifth Avenue, Room 1708 New York, NY 10003	501(c)3 exempt	maintenance of a database about NYC schools (under New School umbrella)	\$ 1,000 00
New York Botanical Garden Southern Blvd & 200th St Bronx NY 10458	public charity	museum, education, research (Amazonian forests)	\$ 30,000 00
New York (Yorkville) Common Pantry Church St STA, P O Box 19012 New York NY 10277	509(a)1	reduce hunger, promote self-sufficiency in NY	\$ 7,000 00
New York Historical Society 170 Central Park West New York, NY 10024	501(c)3 exempt	collect, preserve, & interpret material about US (NYS & NYC in particular)	\$ 2,000 00
New York Public Library 476 Fifth Ave New York NY 10018	public charity	support branch libraries in poorly served areas of NYC	\$ 10,000 00
New York Shakespeare Festival aka Public Theatre 425 Lafayette St New York NY 10003	public charity	accessible, relevant, challenging theater	\$ 6,000 00
New York Times Neediest Cases Fund 4 Chase Metrotech Center, 7th Floor East, Lockbox 5193 Brooklyn, NY 11245	501(c)3 exempt	provides transitional help to people in distress	\$ 5,000 00
Oberlin College Bosworth Hall Oberlin OH	public charity	Higher Education-General Support	\$ 5,000 00
Oceana 1350 Connecticut Ave NW 5th Floor Washington, DC 20036	501(c)3 exempt	advocate for policy change in government & corporations to preserve ocean life, in particular noise and plastic pollution	\$ 10,000 00
Outward Bound Philadelphia 3250 W Sedgely Drive Philadelphia, PA 19130	public charity	serves people of all ages and backgrounds through active learning expeditions that inspire character development, self-discovery and service both in and out of the classroom	\$ 500 00
Parents of PS 334, Inc (Anderson School) P O Box 467 New York, NY 10024	501(c)3 exempt	public school PS334 enrichment activities	\$ 7,000 00
Partners in Health 641 Huntington Avenue Boston, MA 02115	public charity	health care in Haiti & West Africa	\$ 5,000 00
Pennsylvania Academy of the Fine Arts (PAFA) 118 N Broad St. Philadelphia, PA 19102	501(c)3	General operating support	\$ 3,000 00
Pennsylvania Horticultural Society (PHS) 100 N 20th Street, 5th Floor Philadelphia, PA 19103	501(c)3	General operating support	\$ 15,000 00
PhilAbundance 3616 South Galloway Street Philadelphia, PA 19148	public charity	hunger relief organization and a proud member of Feeding America on mission to make nutritious food accessible to all	\$ 2,500 00
Philadelphia Bail Fund P O Box 22316 Philadelphia, PA 19110	501(c)3	support of the 24-hour bailout effort	\$ 2,500 00

Philadelphia Chamber Music Society 1528 Walnut Street, Suite 301 Philadelphia, PA 19102	501(c)3	support of "Early Music Series" project	\$ 2,500 00
Philadelphia Museum of Art Box 7646 Philadelphia PA 19101	509(a)1	General operating support for art museum	\$ 32,500 00
Planned Parenthood Fed of Amenca 810 7th Ave New York NY 10019	509(a)1	reproductive healthcare & counseling	\$ 10,000 00
Planned Parenthood of New York 26 Bleecker St New York NY 10012	509(a)1	reproductive healthcare & counseling	\$ 2,000 00
Planned Parenthood of Southeastern PA 1144 Locust St Philadelphia PA 19107	509(a)1	General operating for family planning activities in Southeastern Pennsylvania	\$ 10,000 00
Ploughshares Fund Fort Mason San Francisco CA 94123	public charity	disarmament, reducing nuclear threats	\$ 5,000 00
Prep for Prep 328 W 71st St New York NY 10023	public charity	minority education to develop leadership	\$ 3,000 00
Public School 87 Parents Association 160 West 78th Street New York, NY 10024	501(c)3	extras for teachers and school enrichment	\$ 8,000 00
RARE Center for Tropical Conservation 1310 North Courthouse Road, Suite 110 Arlington, VA 22201	509(a)1	International economic development grants and public education for conservation	\$ 100,000 00
The River Project Pier 40 at West St & Houston St, 2nd Floor New York, NY 10014	501(c)3	marine field station on Hudson for monitoring, research & education	\$ 5,000 00
Riverside Park Conservancy 475 Riverside Drive, New York, NY 10115	501(c)3	restore, maintain, improve park as partner of NYC	\$ 10,000 00
Rockefeller University 1230 York Ave New York NY 10021	public charity	free weekly concerts open to everyone	\$ 1,000 00
Rosenbach Museum & Library (The Rosenbach) 2010 Delancey Pl Philadelphia PA 19103	509(a)1	General support for rare books library	\$ 12,500 00
Saint Paul's Episcopal Church 22 E. Chesnut Hill Ave Philadelphia, PA 19118	501(c)3 exempt	General operating support	\$ 2,500 00
San Miguel - CASA, Inc 2418 Hams Blvd Austin, TX 78703	501(c)3 exempt	Medical Care and Education for Indigenous Women	\$ 5,000 00
Sarah Lawrence College 1 Mead Way Bronxville, NY 10708	501(c)3 exempt	General operating support	\$ 1,000 00
Save the Children 501 Kings Highway East, Suite 400 Fairfield, CT 06825	501(c)3 exempt	help vulnerable children around the world	\$ 3,000 00
Schohane Land Trust P O Box 482 Cobleskill, NY 12043	501(c)3 exempt	promote economic & community development	\$ 500 00
Scholars at Risk Network c/o New York University 194 Mercer Street, Room 410 New York, NY 10012	public charity	finds & funds academic positions for scholars displaced by war, unrest (under NYU umbrella)	\$ 3,000 00
Self Help Community Services 440 9th Ave New York NY 10001	public charity	housing, health care, social services for elderly & Holocaust survivors	\$ 45,000 00
Solomon R. Guggenheim Foundation 1071 Fifth Ave New York NY 10128	501(c)3 exempt	General Cultural Support	\$ 2,000 00
Southern Poverty Law Center 1001 S Hull St Montgomery AL 36195	public charity	litigation, education in support of justice, equality of opportunity, civil & immigrant rights	\$ 20,000 00



Stanford University 301 Encina Hall Stanford CA 94305	public charity	Higher Education--General Support	\$ 1,000 00
Storefront Academy Harlem (f/k/a The Children's Storefront) 70 E 129th St New York, NY 10035	501(c)3 exempt	rigorous, supportive free private pre-K-8	\$ 2,000 00
Studio Museum of Harlem 144 West 125th Street New York, NY 10027	501(c)3 exempt	black & African art, artist residencies, local artists	\$ 2,000 00
SUNY Cobleskill Foundation 211 Knapp Hall Cobleskill, NY 12043	501(c)3 exempt	child care to public & SUNY Cobleskill employees	\$ 1,000 00
Talented & Gifted School for Young Scholars (TAG) 240 East 109 Street New York, NY 10029	501(c)3 exempt	hiring assistant teachers & school enrichment programs	\$ 6,000 00
The Doe Fund 232 E 84th St New York, NY 10028	501(c)3 exempt	jobs, housing, training to the homeless & former prisoners	\$ 5,000 00
The Philadelphia Orchestra One South Broad St., 14 <sup>th</sup> floor Philadelphia, PA 19107	501(c)3 exempt	to support the KIPP West Phila School Ensemble Program	\$ 10,000 00
The Philadelphia School 2501 Lombard St. Philadelphia, PA 19146	501(c)3 exempt	General operating support	\$ 20,000 00
The Trust for Public Land 1501 Cherry Street Philadelphia, PA 19102	501(c)3 exempt	create parks and protect land for people, ensuring healthy, livable communities for generations to come	\$ 10,000 00
Union of Concerned Scientists 2 Brattle Square Cambridge MA 02138-3780	501(c)3 exempt	technical analysis & advocacy to save the planet	\$ 50,000 00
UJA Federation/JDC 20 East 42nd St., Suite 400 New York, NY 10017	501(c)3 exempt	food and social services to poor Eastern European Jews	\$ 15,000 00
University of Pennsylvania, Law School 3400 Chestnut St Philadelphia PA 19104	101(6) education	Scholarship fund	\$ 152,500 00
University of Washington Applied Physics Laboratory, Box 355640 1013 NE 40th Street Seattle, WA 98105-6698	115(1) governmental tax exempt	Support for research on polar bears	\$ 50,000 00
Voter Participation Center 1707 L Street, NW, Ste 300 Washington, DC 20036	501(c)3 exempt	to support GOTV program	\$ 50,000 00
Waterfront Alliance, Inc 217 Water Street, Suite 300 New York, NY 10038	501(c)3 exempt	to promote access to, use of & protection of waterways in NY harbor & rivers	\$ 20,000 00
Wellness in the Schools 31 West 125th Street/5th Floor New York, NY 10027	501(c)3 exempt	provide public school students w fitness & nutrition education, cooking healthy meals w kids	\$ 5,000 00
Wesleyan University Wesleyan Station Middletown, CT 06459	501(c)3 exempt	General operating support	\$ 10,000 00
Whitney Museum of American Art 945 Madison Ave New York NY 10021	public charity	General Cultural Support	\$ 2,000 00
WHYY & 91 FM Independence Mall West 150 N 6th Street Philadelphia, PA 19106	501(c)3 exempt	public radio and television in Philadelphia area	\$ 5,000 00
Wikimedia Foundation, Inc P O Box 98204 Washington, DC 20090-8204	501(c)3 exempt	provides infrastructure and organizational framework to Wikipedia	\$ 2,000 00
Wild Salmon Center 721 NW Ninth Ave., Ste 290 Portland, OR 97209	public charity	conserve Pacific salmon ecosystems using science, community organization	\$ 10,000 00
Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10460	public charity	conserve wild places around the world	\$ 2,000 00

Willstown Conservation Trust 925 Providence Rd Newtown Square, PA 19073	501(c)3 exempt	Support of birds conservation program	\$ - 20,000 00
Wingspan Arts 630 9th Ave , Suite 410 New York, NY 10036	501(c)3 exempt	after school programs in performing, visual, media and literary arts	\$ 2,000 00
WNET Channel 13 356 W 58th St New York NY 10019	public chanty	public television in NYC area	\$ 7,000 00
WNYC/NY Public Radio 160 Varck St New York NY 10013	public chanty	several public radio stations in NYC area	\$ 4,000 00
Women's Law Project 125 South Ninth St , Ste 300 Philadelphia, PA 19107	public chanty	public interest legal center in Pennsylvania devoted to protecting and advancing the nghts of women and girls	\$ 10,000 00
Women's Way 123 South Broad St, Ste 1320 Philadelphia PA 19109	509(a)1	General support for women's support fund	\$ - 30,000 00
World Resources Institute 1709 New York Ave, NW Washington DC 20006	public chanty	public policy & research analysis for government, business re environment	\$ 10,000 00
Xerces Society 628 NE Broadway, Ste 200 Portland, OR 97232	501(c)3 exempt	protects wildlife through the conservation of invertebrates. and their habitats	\$ 1,500 00
		<b>TOTAL GRANTS DISBURSED IN FY 2018</b>	<b>\$ 2,249,525 00</b>

**LEO MODEL FOUNDATION, INC.**  
**Form 990PF - PART II - BALANCE SHEET**  
**December 31, 2018**

**EIN: 23-7084119**

Security Description	Beginning of Year Units	Beginning of Year Book Value	End of Year Units	End of Year Book Value	End of Year Fair Market Value
<b>Line 10(a) Investments - U.S. &amp; State Obligations</b>					
United States Treas Notes, due 1/31/16	-	-	-	-	-
United States Treas Notes, due 2/5/2016	-	-	-	-	-
United States Treas Notes, due 4/30/2016	-	-	-	-	-
United States Treas Notes, due 7/15/2016	-	-	-	-	-
United States Treas Notes, due 7/31/2016	-	-	-	-	-
United States Treas Notes, due 10/15/2016	-	-	-	-	-
United States Treas Notes, due 8/15/17	-	-	-	-	-
United States Treas Notes, due 7/31/17	-	-	-	-	-
United States Treas Notes, due 9/30/17	-	-	-	-	-
United States Treas Notes, due 11/30/17	-	-	-	-	-
United States Treas Notes, due 1/31/18	1,000,000	1,000,742	-	-	-
United States Treas Notes, due 6/30/18	1,075,000	1,068,898	-	-	-
United States Treas Notes, due 10/31/17	-	-	-	-	-
United States Treas Notes, due 4/30/18	750,000	747,891	-	-	-
United States Treas Notes, due 9/30/18	1,000,000	993,477	-	-	-
United States Treas Notes, due 12/31/18	670,000	674,266	-	-	-
United States Treas Notes, due 4/15/19	1,000,000	994,102	1,000,000	994,102	995,610
United States Treas Notes, due 12/31/20	-	-	7,500	741,211	748,328
United States Treas Notes, due 08/31/19	-	-	7,500	791,906	794,720
United States Treas Notes, due 12/31/19	-	-	8,000	792,063	794,184
United States Treas Notes, due 2/29/20	-	-	6,000	595,758	597,588
United States Treas Notes, due 3/15/21	-	-	7,500	740,156	748,005
United States Treas Notes, due 5/31/20	-	-	6,000	597,070	599,460
United States Treas Notes, due 8/31/20	-	-	5,000	497,461	500,665
US Treasury Bills, due 6/9/16	-	-	-	-	-
US Treasury Bills, due 1/5/17	-	-	-	-	-
US Treasury Bills, due 3/2/17	-	-	-	-	-
US Treasury Bills, due 2/9/17	-	-	-	-	-
Dallas TX	-	-	-	-	-
Fort Bend TX	-	-	-	-	-
PNC Treasury Money Market Fund	86,258	86,258	26,962	26,962	26,962
PNC Treasury Money Market Fund	927,242	927,242	1,278,922	1,278,922	1,278,922
<b>Total Investments - U.S. Obligations, Line 10a</b>		<b>\$ 6,492,876</b>		<b>\$ 7,055,611</b>	<b>\$ 7,084,444</b>

**Line 10(b) Investments - Stocks**

**Mutual Funds:**

Blackrock Liquidity Funds Treasury Trust Fund	-	\$ -	-	\$ -	\$ -
PIMCO Emerging Local Bond Fund	73	509	77	536	510
Putman Convertible Income Growth	22,220	452,989	25,383	522,386	548,878
Ishares MSCI Eafe Index Fund	303	15,114	-	-	-
Ishares Core S&P 500 ETF	64,620	14,758,790	55,098	12,583,799	13,862,956
Ishares Core S&P Mid-Cap ETF	7,701	1,286,513	7,704	1,286,513	1,278,828
Brown Advisory Emg Mkts	18,493	190,342	4,469	44,687	38,203
Seafarer Overseas Growth	16,293	198,241	3,465	40,923	35,524
Grandeur Peak GI Oppor	126,030	412,548	37,294	115,984	110,250
Matthews Asia Div	18,421	286,566	7,116	109,650	114,117
Merger Fd	26,968	417,946	34,112	532,144	555,898
Touchstone Sands Em	16,712	183,000	3,519	38,704	40,012
JP Morgan Alerian	27,715	810,971	27,964	810,971	618,599
Gateway Fnd	140,043	387,135	16,697	474,538	528,137
PIMCO Comm Real Ret Strt Fnd	67,300	759,237	71,063	781,692	392,869
Powershare DB Comm Indx Fnd	29,338	601,344	29,338	426,928	425,108
IVA Worldwide Fund	-	-	35,078	652,442	558,877
Vanguard Real Estate	-	-	13,676	998,899	1,009,305
Thornburg Lng/Shrt Equity-I	38,693	442,880	50,458	575,721	511,845
Boston Partners Global Long	37,693	407,393	47,406	516,824	499,314
<b>Total - Investments - corporate stock - Line 10(b)</b>		<b>21,611,516</b>		<b>20,513,341</b>	<b>21,129,230</b>

<b>Total</b>	<b>\$ 28,104,392</b>	<b>\$ 27,568,952</b>	<b>\$ 28,213,674</b>
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