

EXTENDED TO NOVEMBER 16, 2020

Form **990-PF****Return of Private Foundation**Department of the Treasury
Internal Revenue Service

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.

OMB No 1545-0047

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning

Name of foundation

LEINWEBER FOUNDATION

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

28 WEST ADAMS

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

DETROIT, MI 48226

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐

Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

J Accounting method:

☒

Cash

☐

Accrual

☐ Other (specify)

▶ \$

87,098,957.

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

Part I**Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	3,287,806.	3,287,806.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	18,883,702.			
b Gross sales price for all assets on line 6a	85,412,284.			
7 Capital gain net income (from Part IV, line 2)		18,883,702.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	22,171,508.	22,171,508.		
13 Compensation of officers, directors, trustees, etc	14,400.	7,200.		7,200.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	STMT 2 14,194.	7,097.		7,097.
c Other professional fees	STMT 3 4,732.	4,732.		0.
17 Interest	1,776.	1,776.		0.
18 Taxes	STMT 4 298,621.	7,835.		786.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	1,352.	676.		676.
22 Printing and publications				
23 Other expenses	STMT 5 418.	209.		208.
24 Total operating and administrative expenses. Add lines 13 through 23	335,493.	29,525.		15,967.
25 Contributions, gifts, grants paid	3,203,245.			3,203,245.
26 Total expenses and disbursements. Add lines 24 and 25	3,538,738.	29,525.		3,219,212.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	18,632,770.			
b Net investment income (if negative, enter -0-)		22,141,983.		
c Adjusted net income (if negative, enter -0-)			N/A	

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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		
Assets	1 Cash - non-interest-bearing			22,104.	1,448,776.	1,448,776.
	2 Savings and temporary cash investments					
	3 Accounts receivable	93,040.				
	Less: allowance for doubtful accounts			15,711.	93,040.	93,040.
	4 Pledges receivable					
	Less: allowance for doubtful accounts					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable					
	Less: allowance for doubtful accounts					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock	STMT 6	54,069,180.	63,128,198.	75,158,525.	
	c Investments - corporate bonds	STMT 7	0.	5,591,416.	6,135,920.	
	Liabilities	11 Investments - land, buildings, and equipment basis				
Less: accumulated depreciation						
12 Investments - mortgage loans						
13 Investments - other		STMT 8	1,655,423.	4,089,265.	4,262,696.	
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)			55,762,418.	74,350,695.	87,098,957.	
17 Accounts payable and accrued expenses						
18 Grants payable						
Net Assets or Fund Balances	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.			
24 Net assets without donor restrictions	Foundations that follow FASB ASC 958, check here <input type="checkbox"/>					
25 Net assets with donor restrictions	Foundations that do not follow FASB ASC 958, check here <input checked="" type="checkbox"/>					
26 Capital stock, trust principal, or current funds		0.	0.			
27 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.			
28 Retained earnings, accumulated income, endowment, or other funds		55,762,418.	74,350,695.			
29 Total net assets or fund balances		55,762,418.	74,350,695.			
30 Total liabilities and net assets/fund balances		55,762,418.	74,350,695.			

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 29 (must agree with end-of-year figure reported on prior year's return)	1	55,762,418.
2 Enter amount from Part I, line 27a	2	18,632,770.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	74,395,188.
5 Decreases not included in line 2 (itemize) NON-DEDUCTIBLE EXPENSES	5	44,493.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	74,350,695.

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Part IV Capital Gains and Losses for Tax on Investment Income**SEE ATTACHED STATEMENT**

(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			
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 85,412,284.		66,528,582.	18,883,702.

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			18,883,702.

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	18,883,702.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation 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))
2018	3,900,825.	82,974,721.	.047012
2017	3,739,297.	79,502,584.	.047034
2016	194,176.	70,305,431.	.002762
2015	0.	1,528,770.	.000000
2014	0.	0.	.000000

2 Total of line 1, column (d)	2	.096808
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	.019362
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	83,450,921.
5 Multiply line 4 by line 3	5	1,615,777.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	221,420.
7 Add lines 5 and 6	7	1,837,197.
8 Enter qualifying distributions from Part XII, line 4	8	3,219,212.

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.

3

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 221,420.
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 0.
3 Add lines 1 and 2		3 221,420.
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-		5 221,420.
6 Credits/Payments:		
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a 282,816.	
b Exempt foreign organizations - tax withheld at source	6b 0.	
c Tax paid with application for extension of time to file (Form 8868)	6c 0.	
d Backup withholding erroneously withheld	6d 0.	
7 Total credits and payments. Add lines 6a through 6d	7 282,816.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8 0.	
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 61,396.	
11 Enter the amount of line 10 to be. Credited to 2020 estimated tax <input checked="" type="checkbox"/> Refunded <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
1b 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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?		
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. <u>MI</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 2019 or the tax year beginning in 2019? 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 SEE STATEMENT 9	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 ► LARRY LEINWEBER Telephone no. ► 313-662-2000 Located at ► 28 WEST ADAMS, SUITE 800, DETROIT, MI ZIP+4 ► 48226		
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		
16 At any time during calendar year 2019, 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
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <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 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		X
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 2019?		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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2019?		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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		14,400.	0.	0.

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

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

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

0

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Part 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	82,502,996.
b	Average of monthly cash balances	1b	1,264,584.
c	Fair market value of all other assets	1c	954,167.
d	Total (add lines 1a, b, and c)	1d	84,721,747.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	84,721,747.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,270,826.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	83,450,921.
6	Minimum investment return. Enter 5% of line 5	6	4,172,546.

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	4,172,546.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	221,420.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	221,420.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,951,126.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,951,126.
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	3,951,126.

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	3,219,212.
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	3,219,212.
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	221,420.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,997,792.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				3,951,126.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			3,137,104.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014				
b From 2015				
c From 2016				
d From 2017				
e From 2018				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ 3,219,212.				
a Applied to 2018, but not more than line 2a			3,137,104.	
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 2019 distributable amount				82,108.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2019 (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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				3,869,018.
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 2014 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017				
d Excess from 2018				
e Excess from 2019				

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 2019, 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(h)(5)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
COMMUNITY FOUNDATION OF SE MICHIGAN 333 WEST FORT STREET, #2010 DETROIT, MI 48226	N/A	501(C)(3)	CHARITABLE	3,200,000.
EXPONENT PHILANTHROPY 1720 N ST NW WASHINGTON, DC 20036	N/A	501(C)(3)	CHARITABLE	3,245.
Total			3a	3,203,245.
b Approved for future payment				
NONE				
Total			3b	0.

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

- | | | Yes | No |
|----------|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions. | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

- b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**


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

Signature of officer or trustee: Nancy D. Leuchter Date: 10-09-20 Title: President

May the IRS discuss this return with the preparer shown below? See instr.

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name JEFFREY W BARRINGER	Preparer's signature 	Date 10/07/2020	Check <input type="checkbox"/> if self-employed	PTIN P00372289
Firm's name ► PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ► 13-4008324	
Firm's address ► 500 WOODWARD AVE DETROIT, MI 48226			Phone no. 313-394-6000	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	JPMORGAN #7002 ST	P	VARIOUS	12/31/19
b	JPMORGAN #7002 LT	P	VARIOUS	12/31/19
c	JPMORGAN #5003 ST	P	VARIOUS	12/31/19
d	JPMORGAN #5003 LT	P	VARIOUS	12/31/19
e	JPMORGAN #3000 ST	P	VARIOUS	12/31/19
f	FONTINALIS II ST	P	VARIOUS	12/31/19
g	FONTINALIS II LT	P	VARIOUS	12/31/19
h	76,753SH TYLER TECHNOLOGIES	P	VARIOUS	12/31/19
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,090,369.		3,134,077.	-43,708.
b 3,007,212.		3,032,217.	-25,005.
c 4,315,313.		4,272,775.	42,538.
d 48,193,868.		48,255,377.	-61,509.
e 7,812,401.		7,783,080.	29,321.
f		3,687.	-3,687.
g 39,943.			39,943.
h 18,953,178.		47,369.	18,905,809.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-43,708.
b			-25,005.
c			42,538.
d			-61,509.
e			29,321.
f			-3,687.
g			39,943.
h			18,905,809.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	18,883,702.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CORE SENIOR LENDING OFFSHORE FUND, LP - DIVIDENDS	10,777.	0.	10,777.	10,777.	
CORE SENIOR LENDING OFFSHORE FUND, LP - INTEREST	175,924.	0.	175,924.	175,924.	
FONTINALIS CAPITAL PARTNERS II	1,409.	0.	1,409.	1,409.	
FONTINALIS CAPITAL PARTNERS III	2.	0.	2.	2.	
JPM #0151 INTEREST	2.	0.	2.	2.	
JPM #3000 DIVIDENDS	1,461,816.	0.	1,461,816.	1,461,816.	
JPM #3000 INTEREST	13,269.	0.	13,269.	13,269.	
JPM #5003 DIVIDENDS	1,521,840.	0.	1,521,840.	1,521,840.	
JPM #5003 INTEREST	12,493.	0.	12,493.	12,493.	
JPM #7002 DIVIDENDS	89,993.	0.	89,993.	89,993.	
JPM #7002 INTEREST	281.	0.	281.	281.	
TO PART I, LINE 4	3,287,806.	0.	3,287,806.	3,287,806.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PRICEWATERHOUSECOOPERS LLP	14,194.	7,097.		7,097.
TO FORM 990-PF, PG 1, LN 16B	14,194.	7,097.		7,097.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT 3	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JPMORGAN #7002	411.	411.		0.
JPMORGAN #3000	4,321.	4,321.		0.
TO FORM 990-PF, PG 1, LN 16C	4,732.	4,732.		0.

FORM 990-PF	TAXES		STATEMENT 4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
990PF 2018 EXTENSION PAYMENT	50,000.	0.		0.
990PF 2019 ESTIMATED TAX PAYMENTS	255,000.	0.		0.
MICHIGAN ANNUAL REPORT	40.	0.		40.
FOREIGN TAX WITHHELD	7,090.	7,090.		0.
990PF 2019 ESTIMATED TAX REFUND	-15,000.	0.		0.
2019 PAYROLL TAX EXPENSE	1,491.	745.		746.
TO FORM 990-PF, PG 1, LN 18	298,621.	7,835.		786.

FORM 990-PF	OTHER EXPENSES		STATEMENT 5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL ADMINISTRATIVE EXPENSES	276.	138.		137.
WEBSITE DOMAIN EXPENSES	64.	32.		32.
EMAIL SERVICES	18.	9.		9.
PAYROLL SOFTWARE	60.	30.		30.
TO FORM 990-PF, PG 1, LN 23	418.	209.		208.

DECEMBER 31, 2018

LEINWEBER FOUNDATION

81-0834290

FORM 990-PF	CORPORATE STOCK	STATEMENT 6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
155,830 SH TYLER TECHNOLOGIES	96,173.	27,589,701.
JPM FLOAT RATE INC FUND	11,589,709.	11,647,912.
JPM GLOBAL BD OPP FUND	11,477,788.	11,863,097.
JPM HIGH YIELD FUND	11,732,421.	11,876,438.
JPM STRAT INC OPP FUND	11,526,484.	11,564,426.
JPM - ACCRUED INTEREST	0.	729.
TOTAL TO FORM 990-PF, PART II, LINE 10B	46,422,575.	74,542,303.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORE SENIOR LENDING OFFSHORE	COST	410,960.	409,651.
FONTINALIS CAPITAL PARTNERS II, LP	COST	404,197.	557,296.
TOTAL TO FORM 990-PF, PART II, LINE 13		815,157.	966,947.

FORM 990-PF	CORPORATE STOCK	STATEMENT 6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
44919 SH TYLER TECHNOLOGIES	27,723.	13,476,598.
JPMORGAN #3000	63,100,475.	61,681,927.
TOTAL TO FORM 990-PF, PART II, LINE 10B	63,128,198.	75,158,525.

FORM 990-PF	CORPORATE BONDS	STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JPMORGAN #7002	5,591,416.	6,135,920.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,591,416.	6,135,920.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 8	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORE SENIOR LENDING OFFSHORE	COST	3,390,904.	3,401,569.
FONTINALIS CAPITAL PARTNERS II, LP	COST	555,549.	722,514.
FONTINALIS CAPITAL PARTNERS III, LP	COST	142,812.	138,613.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,089,265.	4,262,696.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12 QUALIFYING DISTRIBUTION STATEMENT	STATEMENT 9
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EXPLANATION

THE DISTRIBUTION TO THE DONOR ADVISED FUND IS TREATED AS A QUALIFYING DISTRIBUTION AND THE FUNDS WILL BE USED IN ACCORDANCE WITH THE FOUNDATION'S CHARITABLE PURPOSE.

FORM 990-PF

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

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LARRY LEINWEBER 28 WEST ADAMS, SUITE 800 DETROIT, MI 48226	MANAGER 0.10	0.	0.	0.
CLAUDIA BABIARZ 28 WEST ADAMS, SUITE 800 DETROIT, MI 48226	DIRECTOR 0.10	0.	0.	0.
DAVID LEINWEBER 28 WEST ADAMS, SUITE 800 DETROIT, MI 48226	DIRECTOR 0.10	0.	0.	0.
ASHLEY LEINWEBER 28 WEST ADAMS, SUITE 800 DETROIT, MI 48226	DIRECTOR 0.10	0.	0.	0.
JESSICA LEINWEBER 28 WEST ADAMS, SUITE 800 DETROIT, MI 48226	DIRECTOR 15.00	14,400.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		14,400.	0.	0.