

**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements.

**For calendar year 2012 or tax year beginning** \_\_\_\_\_, **and ending** \_\_\_\_\_

Name of foundation <b>LEICHTAG FOUNDATION</b>		<b>A Employer identification number</b> <b>33-0466189</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>5800 ARMADA DRIVE</b>	Room/suite <b>100</b>	<b>B Telephone number</b> <b>760-929-1090</b>
City or town, state, and ZIP code <b>CARLSBAD, CA 92008</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 142,042,835.</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		<b>(a) Revenue and expenses per books</b>	<b>(b) Net investment income</b>	<b>(c) Adjusted net income</b>	<b>(d) Disbursements for charitable purposes (cash basis only)</b>
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received	37,617.		N/A	
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments	118.	118.		STATEMENT 1
	<b>4</b> Dividends and interest from securities	3,949,892.	3,949,892.		STATEMENT 2
	<b>5a</b> Gross rents	89,575.	89,575.		STATEMENT 3
	<b>b</b> Net rental income or (loss)	-561,921.			STATEMENT 4
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	7,213,588.			
	<b>b</b> Gross sales price for all assets on line 6a	38,913,539.			
	<b>7</b> Capital gain net income (from Part IV, line 2)		7,213,588.		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss)					
<b>11</b> Other income					
<b>12 Total.</b> Add lines 1 through 11	11,290,790.	11,253,173.			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.	414,100.	115,930.		207,050.
	<b>14</b> Other employee salaries and wages	60,000.	0.		0.
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees <b>STMT 5</b>	50,287.	49,459.		0.
	<b>b</b> Accounting fees <b>STMT 6</b>	30,660.	0.		0.
	<b>c</b> Other professional fees <b>STMT 7</b>	516,023.	355,473.		160,550.
	<b>17</b> Interest				
	<b>18</b> Taxes <b>STMT 8</b>	328,108.	5,458.		5,510.
	<b>19</b> Depreciation and depletion	78,562.	78,562.		
	<b>20</b> Occupancy	176,727.	0.		0.
	<b>21</b> Travel, conferences, and meetings	166,797.	602.		0.
	<b>22</b> Printing and publications	7,208.	0.		0.
	<b>23</b> Other expenses <b>STMT 9</b>	1,208,053.	271,787.		809,581.
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	3,036,525.	877,271.		1,182,691.
	<b>25</b> Contributions, gifts, grants paid	9,607,787.			9,607,787.
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	12,644,312.	877,271.		10,790,478.	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements	-1,353,522.				
<b>b Net investment income</b> (if negative, enter -0-)		10,375,902.			
<b>c Adjusted net income</b> (if negative, enter -0-)			N/A		

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				
	2	Savings and temporary cash investments	4,700,085.	1,972,276.	1,972,276.	
	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	10,851.	10,563.	10,563.	
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds	STMT 11	33,977,201.	31,224,404.	31,224,404.
	11	Investments - land, buildings, and equipment: basis	18,890,395.			
	Less: accumulated depreciation	93,214.	4,370,348.	18,797,181.	18,797,181.	
12	Investments - mortgage loans					
13	Investments - other	STMT 12	97,793,771.	90,038,411.	90,038,411.	
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation					
15	Other assets (describe)					
16	<b>Total assets</b> (to be completed by all filers)		140,852,256.	142,042,835.	142,042,835.	
Liabilities	17	Accounts payable and accrued expenses	24,732.	17,534.		
	18	Grants payable	26,946,724.	24,389,646.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)				
	23	<b>Total liabilities</b> (add lines 17 through 22)		26,971,456.	24,407,180.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	113,880,800.	117,635,655.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	<b>Total net assets or fund balances</b>		113,880,800.	117,635,655.		
31	<b>Total liabilities and net assets/fund balances</b>		140,852,256.	142,042,835.		

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	113,880,800.
2	Enter amount from Part I, line 27a	2	-1,353,522.
3	Other increases not included in line 2 (itemize) <b>UNREALIZED GAIN ON INVESTMENTS</b>	3	7,227,137.
4	Add lines 1, 2, and 3	4	119,754,415.
5	Decreases not included in line 2 (itemize) <b>SEE STATEMENT 10</b>	5	2,118,760.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	117,635,655.

**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.)
<b>1a CHARLES SCHWAB - 6436-6919</b>		D	VARIOUS	VARIOUS
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 38,913,539.		31,699,951.	7,213,588.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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			7,213,588.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 .....		2	7,213,588.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 .....		3	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	12,969,153.	129,007,311.	.100530
2010	12,148,352.	37,890,989.	.320613
2009	4,144,850.	30,093,760.	.137731
2008	1,962,768.	19,202,953.	.102212
2007	635,955.	10,836,449.	.058687
2 Total of line 1, column (d) .....			.719773
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years .....			.143955
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 .....			139,075,327.
5 Multiply line 4 by line 3 .....			20,020,589.
6 Enter 1% of net investment income (1% of Part I, line 27b) .....			103,759.
7 Add lines 5 and 6 .....			20,124,348.
8 Enter qualifying distributions from Part XII, line 4 .....			10,790,478.

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		1	207,518.
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	207,518.
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	207,518.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	197,412.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	27,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	224,412.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	302.	
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	16,592.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 16,592. Refunded <input checked="" type="checkbox"/> 0.	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 instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
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? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year? <span style="float: right;">N/A</span>		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).....	STMT 13	11	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) .....		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? .....		13	X	
Website address ▶ <u>WWW.LEICHTAG.ORG</u>					
14	The books are in care of ▶ <u>LEICHTAG FOUNDATION</u> Telephone no. ▶ <u>760-929-1090</u>				
Located at ▶ <u>5800 ARMADA DRIVE, CARLSBAD, CA</u>		ZIP+4 ▶ <u>92008</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here .....		15	N/A	
and enter the amount of tax-exempt interest received or accrued during the year .....					
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? .....		16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. 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)? .....	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>			
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 2012? .....	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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 <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.) .....	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012.) .....	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? .....	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? .....	4b	X

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

**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No **N/A** 5b

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No **N/A**

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No 6b

If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No **N/A** 7b

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

**1** List all officers, directors, trustees, foundation managers and their compensation.

(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 14		414,100.	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
DIANNE TATUM - 5800 ARAMADA DRIVE, SUITE 100, CARLSBAD, CA 92008	SECRETARY 40.00	60,000.	0.	0.

**Total** number of other employees paid over \$50,000  2

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
JEWISH COMMUNITY FOUNDATION - 4950 MURPHY CANYON ROAD #100, SAN DIEGO, CA 92123	CONSULTING	801,824.
WURTS & ASSOCIATES, INC. - 2321 ROSECRANS AVENUE SUITE 2250, EL SEGUNDO, CA 90245	INVESTMENT CONSULTING	93,946.
THE CENTER FOR LEADERSHIP INITIATIVES - 425 WEST 8TH AVENUE SUITE 324, VANCOUVER, BRITISH	CONSULTING	66,250.
<b>Total</b> number of others receiving over \$50,000 for professional services.....		<b>3</b>

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE FOUNDATION MAKES CONTRIBUTIONS TO PRE-SELECTED CHARITIES TO ALLEVIATE HUMAN HARDSHIP, ADVANCE SELF SUFFICIENCY AND PROMOTE TOLERANCE AND UNDERSTANDING.	10,790,478.
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount	
1 N/A		
2		
3 All other program-related investments. See instructions.		
<b>Total.</b> Add lines 1 through 3 .....		<b>0.</b>

**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	132,092,830.
b	Average of monthly cash balances .....	1b	4,278,246.
c	Fair market value of all other assets .....	1c	4,822,149.
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	141,193,225.
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	141,193,225.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) .....	4	2,117,898.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	139,075,327.
6	<b>Minimum investment return.</b> Enter 5% of line 5 .....	6	6,953,766.

**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	6,953,766.
2a	Tax on investment income for 2012 from Part VI, line 5 .....	2a	207,518.
b	Income tax for 2012. (This does not include the tax from Part VI.) .....	2b	
c	Add lines 2a and 2b .....	2c	207,518.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	6,746,248.
4	Recoveries of amounts treated as qualifying distributions .....	4	0.
5	Add lines 3 and 4 .....	5	6,746,248.
6	Deduction from distributable amount (see instructions) .....	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	7	6,746,248.

**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	10,790,478.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 .....	4	10,790,478.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	6	10,790,478.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.



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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				6,746,248.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010	7,952,647.			
e From 2011	12,969,153.			
f Total of lines 3a through e	20,921,800.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	10,790,478.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				6,746,248.
e Remaining amount distributed out of corpus	4,044,230.			
5 Excess distributions carryover applied to 2012 (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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	24,966,030.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	24,966,030.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	7,952,647.			
d Excess from 2011	12,969,153.			
e Excess from 2012	4,044,230.			

**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 2012, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

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

**a** The name, address, and telephone number or e-mail 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)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>					
Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
<b>a Paid during the year</b>					
2-1-1 SAN DIEGO		NONE	PUBLIC CHARITY	CHARITABLE	200,000.
ACCION		NONE	PUBLIC CHARITY	CHARITABLE	46,000.
ALEF CENTER		NONE	PUBLIC CHARITY	CHARITABLE	2,000.
ALLIANCE FOR REGIONAL SOLUTIONS		NONE	PUBLIC CHARITY	CHARITABLE	99,700.
ALZHEIMER'S ASSOCIATION SAN DIEGO/IMPERIA		NONE	PUBLIC CHARITY	CHARITABLE	25,000.
<b>Total</b>		<b>SEE CONTINUATION SHEET(S)</b>			<b>9,607,787.</b>
<b>b Approved for future payment</b>					
NONE					
<b>Total</b>					<b>0.</b>



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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains '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 Date Title

May the IRS discuss this return with the preparer shown below (see instr.)? [X] Yes [ ] No

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date 09/24/13 Check [ ] if self-employed PTIN Firm's name AKT LLP Firm's EIN Firm's address 5946 PRIESTLY DRIVE, SUITE 200 CARLSBAD, CA 92008 Phone no. (760) 431-8440

**Part XV** Supplementary Information

<b>3 Grants and Contributions Paid During the Year (Continuation)</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
AMERICA ISRAEL CULTURAL FOUNDATION	NONE	PUBLIC CHARITY	CHARITABLE	150,000.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
AMERICAN JEWISH COMMITTEE	NONE	PUBLIC CHARITY	CHARITABLE	25,466.
AMERICAN JEWISH JOINT DISTRIBUTION COMM.	NONE	PUBLIC CHARITY	CHARITABLE	1,110,000.
ANGEL'S DEPOT	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
ARTS ENGINE	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
ARTSPASH	NONE	PUBLIC CHARITY	CHARITABLE	2,500.
ASHOKA	NONE	PUBLIC CHARITY	CHARITABLE	22,000.
BIRTHRIGHT ISRAEL FOUNDATION	NONE	PUBLIC CHARITY	CHARITABLE	1,000,000.
CALIF. RURAL LEGAL ASSISTANCE FOUNDATION	NONE	PUBLIC CHARITY	CHARITABLE	1,588.
<b>Total from continuation sheets</b>				<b>9,235,087.</b>

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CAMP MOUNTAIN CHAI	NONE	PUBLIC CHARITY	CHARITABLE	180,000.
CBDIO	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
CENTER FOR COMMUNITY SOLUTIONS	NONE	PUBLIC CHARITY	CHARITABLE	50,000.
CENTER ON POLICY INITIATIVES	NONE	PUBLIC CHARITY	CHARITABLE	150,000.
CHILDREN'S INITIATIVE	NONE	PUBLIC CHARITY	CHARITABLE	24,000.
COMMUNITY HOUSINGWORKS- 1	NONE	PUBLIC CHARITY	CHARITABLE	50,375.
COMMUNITY RESOURCE CENTER	NONE	PUBLIC CHARITY	CHARITABLE	345,790.
CSU SAN MARCOS	NONE	PUBLIC CHARITY	CHARITABLE	35,535.
CSUSM NATIONAL LATINO RESEARCH CENTER	NONE	PUBLIC CHARITY	CHARITABLE	9,830.
DON DIEGO FUND	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
<b>Total from continuation sheets</b> .....				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
DREAMS FOR CHANGE	NONE	PUBLIC CHARITY	CHARITABLE	130,000.
ELDER LAW & ADVOCACY	NONE	PUBLIC CHARITY	CHARITABLE	46,069.
EMERGING PRACTITIONERS IN PHILANTHROPY	NONE	PUBLIC CHARITY	CHARITABLE	3,750.
EQUALITY ALLIANCE OF SAN DIEGO COUNTY	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
FACING HISTORY AND OURSELVES	NONE	PUBLIC CHARITY	CHARITABLE	17,607.
FRIENDS OF ISRAEL SCOUTS	NONE	PUBLIC CHARITY	CHARITABLE	45,000.
FRIENDS OF YEMIN ORDE	NONE	PUBLIC CHARITY	CHARITABLE	35,000.
HASBARA FELLOWSHIPS	NONE	PUBLIC CHARITY	CHARITABLE	10,800.
HAZON, INC.	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
HIGH TECH MIDDLE SCHOOL NORTH COUNTY	NONE	PUBLIC CHARITY	CHARITABLE	4,115.
<b>Total from continuation sheets</b> .....				



**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
HILLEL OF SAN DIEGO	NONE	PUBLIC CHARITY	CHARITABLE	68,725.
HOUSING OPPORTUNITIES COLLABORATIVE	NONE	PUBLIC CHARITY	CHARITABLE	63,000.
INTERFAITH COMMUNITY SERVICES	NONE	PUBLIC CHARITY	CHARITABLE	243,000.
INTERNATIONAL RESCUE COMMITTEE	NONE	PUBLIC CHARITY	CHARITABLE	162.
ISRAEL EMERGENCY ALLIANCE (STAND WITH US)	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
ISRAEL TENNIS CENTER	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
JAFI	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
JERUSALEM FOUNDATION-1	NONE	PUBLIC CHARITY	CHARITABLE	150,750.
JESSICA NUDELSTEJER MEMORIAL FDN. AT JCF	NONE	PUBLIC CHARITY	CHARITABLE	6,000.
JEWISH COMMUNITY FOUNDATION	NONE	PUBLIC CHARITY	CHARITABLE	761,743.
<b>Total from continuation sheets</b> .....				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
JEWISH FAMILY SERVICE-5	NONE	PUBLIC CHARITY	CHARITABLE	37,750.
JEWISH FEDERATION OF NORTH AMERICA	NONE	PUBLIC CHARITY	CHARITABLE	75,000.
JEWISH FEDERATION OF SAN DIEGO COUNTY-3	NONE	PUBLIC CHARITY	CHARITABLE	33,100.
JEWISH FUNDERS NETWORK	NONE	PUBLIC CHARITY	CHARITABLE	40,000.
JEWISH JUMPSTART	NONE	PUBLIC CHARITY	CHARITABLE	40,000.
JEWLICIOUS	NONE	PUBLIC CHARITY	CHARITABLE	4,500.
KBY CONGREGATIONS TOGETHER, INC.	NONE	PUBLIC CHARITY	CHARITABLE	50,000.
KOLOT	NONE	PUBLIC CHARITY	CHARITABLE	20,000.
LAWRENCE FAMILY JCC-4	NONE	PUBLIC CHARITY	CHARITABLE	1,098,775.
LOS ANGELES MUSEUM OF THE HOLOCAUST	NONE	PUBLIC CHARITY	CHARITABLE	20,905.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
LUX ART INSTITUTE	NONE	PUBLIC CHARITY	CHARITABLE	15,000.
MILKEN INSTITUTE	NONE	PUBLIC CHARITY	CHARITABLE	50,000.
MIRA COSTA COLLEGE FOUNDATION-1	NONE	PUBLIC CHARITY	CHARITABLE	6,471.
MOISHE HOUSE-2	NONE	PUBLIC CHARITY	CHARITABLE	224,902.
MUSEUM OF TOLERANCE	NONE	PUBLIC CHARITY	CHARITABLE	984.
NATIONAL CONFLICT RESOLUTION CENTER	NONE	PUBLIC CHARITY	CHARITABLE	47,500.
NEW ISRAEL FUND	NONE	PUBLIC CHARITY	CHARITABLE	103,409.
NONPROFIT MANAGEMENT SOLUTIONS	NONE	PUBLIC CHARITY	CHARITABLE	65,000.
NORTH COUNTY COMMUNITY SERVICES	NONE	PUBLIC CHARITY	CHARITABLE	124,700.
NORTH COUNTY HEALTH SERVICES	NONE	PUBLIC CHARITY	CHARITABLE	50,000.
<b>Total from continuation sheets</b> .....				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
NORTH COUNTY LIFELINE	NONE	PUBLIC CHARITY	CHARITABLE	383,000.
NORTH COUNTY PHILANTHROPY COUNCIL	NONE	PUBLIC CHARITY	CHARITABLE	3,000.
P.E.F. ISRAEL ENDOWMENT FUND	NONE	PUBLIC CHARITY	CHARITABLE	332,360.
PRESENTENSE	NONE	PUBLIC CHARITY	CHARITABLE	259,000.
REGENTS OF UNIVERSITY OF CALIFORNIA	NONE	PUBLIC CHARITY	CHARITABLE	4,147.
REGIONAL TASK FORCE ON THE HOMELESS	NONE	PUBLIC CHARITY	CHARITABLE	35,000.
SAN DIEGO BOTANIC GARDEN	NONE	PUBLIC CHARITY	CHARITABLE	60,729.
SAN DIEGO COUNTY OFFICE OF EDUCATION	NONE	PUBLIC CHARITY	CHARITABLE	13,736.
SAN DIEGO FOOD BANK	NONE	PUBLIC CHARITY	CHARITABLE	25,000.
SAN DIEGO FOUNDATION	NONE	PUBLIC CHARITY	CHARITABLE	1,500.
<b>Total from continuation sheets</b> .....				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
SAN DIEGO LGBT COMMUNITY CENTER	NONE	PUBLIC CHARITY	CHARITABLE	50,000.
SAN DIEGO SYMPHONY	NONE	PUBLIC CHARITY	CHARITABLE	15,000.
SAN DIEGUITO HERITAGE MUSEUM	NONE	PUBLIC CHARITY	CHARITABLE	2,000.
SHALOM INSTITUTE	NONE	PUBLIC CHARITY	CHARITABLE	675.
SIMON WIESENTHAL CENTER	NONE	PUBLIC CHARITY	CHARITABLE	457,540.
SPRING VALLEY MIDDLE SCHOOL	NONE	PUBLIC CHARITY	CHARITABLE	7,231.
STAND WITH US	NONE	PUBLIC CHARITY	CHARITABLE	58,000.
STONE BARNS CENTER FOR FOOD & AGRICULTURE	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
SUPERFOOD DRIVE	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
SUSAN G. KOMEN BREAST CANCER FOUNDATION	NONE	PUBLIC CHARITY	CHARITABLE	500.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
TEAM	NONE	PUBLIC CHARITY	CHARITABLE	30,000.
TEDX YOUTH SAN DIEGO	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
TEMPLE SOLEL	NONE	PUBLIC CHARITY	CHARITABLE	1,180.
THE CHILDREN'S INITIATIVE	NONE	PUBLIC CHARITY	CHARITABLE	30,000.
UCSD RADY SCHOOL OF MANAGEMENT	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
URBAN ADAMAH	NONE	PUBLIC CHARITY	CHARITABLE	75,000.
US-MEXICO BORDER PHILANTHROPY	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
VISTA COMMUNITY CLINIC	NONE	PUBLIC CHARITY	CHARITABLE	20,000.
VOICE OF SAN DIEGO	NONE	PUBLIC CHARITY	CHARITABLE	2,500.
WATERS OF EDEN	NONE	PUBLIC CHARITY	CHARITABLE	2,188.
<b>Total from continuation sheets</b> .....				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WAYS TO WORK	NONE	PUBLIC CHARITY	CHARITABLE	300,000.
<b>Total from continuation sheets .....</b>				

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


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SOURCE	AMOUNT
INTEREST INCOME	118.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	118.

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


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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB-2810	159.	0.	159.
CHARLES SCHWAB-4781	39.	0.	39.
CHARLES SCHWAB-6919	3,949,694.	0.	3,949,694.
TOTAL TO FM 990-PF, PART I, LN 4	3,949,892.	0.	3,949,892.

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**FORM 990-PF RENTAL INCOME STATEMENT 3**


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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTALS	1	89,575.
TOTAL TO FORM 990-PF, PART I, LINE 5A		89,575.

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**FORM 990-PF RENTAL EXPENSES STATEMENT 4**


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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DUES AND MEMBERSHIP FEES		8,187.	
MERCHANT CHARGES		5,446.	
MAINTENANCE AND REPAIRS		98,538.	
RESORT, AGENT, AND EASTMENT FEES		42,505.	
HOA FEES		13,868.	
PROPERTY TAXES		53,410.	
TELEPHONE		2,930.	
STATE TAXES		2,400.	



PROFESSIONAL FEES			2,235.	
INSURANCE			290.	
DEPRECIATION			78,562.	
PROPERTY TAXES - RANCH			1,358.	
LEGAL/CONSULTING FEES - RANCH			310,986.	
MAINTENANCE AND REPAIRS - RANCH			28,617.	
TRAVEL - RANCH			602.	
INSURANCE - RANCH			762.	
STATE TAXES - RANCH			800.	
	-	SUBTOTAL -	1	651,496.
TOTAL RENTAL EXPENSES				651,496.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B				-561,921.

FORM 990-PF		LEGAL FEES		STATEMENT	5
DESCRIPTION	(A)	(B)	(C)	(D)	
	EXPENSES	NET INVEST-	ADJUSTED	CHARITABLE	
	PER BOOKS	MENT INCOME	NET INCOME	PURPOSES	
LEGAL	50,287.	49,459.		0.	
TO FM 990-PF, PG 1, LN 16A	50,287.	49,459.		0.	

FORM 990-PF		ACCOUNTING FEES		STATEMENT	6
DESCRIPTION	(A)	(B)	(C)	(D)	
	EXPENSES	NET INVEST-	ADJUSTED	CHARITABLE	
	PER BOOKS	MENT INCOME	NET INCOME	PURPOSES	
ACCOUNTING	30,660.	0.		0.	
TO FORM 990-PF, PG 1, LN 16B	30,660.	0.		0.	

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	7
DESCRIPTION	(A)	(B)	(C)	(D)	
	EXPENSES	NET INVEST-	ADJUSTED	CHARITABLE	
	PER BOOKS	MENT INCOME	NET INCOME	PURPOSES	
INVESTMENT CONSULTING	93,946.	93,946.		0.	
OTHER CONSULTING	352,524.	202,684.		149,840.	
MARKETING CONSULTING	10,710.	0.		10,710.	
CONSULTING FEES - RANCH	58,843.	58,843.		0.	
TO FORM 990-PF, PG 1, LN 16C	516,023.	355,473.		160,550.	

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAXES	308,225.	0.		0.	
PAYROLL TAXES	17,715.	3,300.		5,500.	
STATE TAXES	10.	0.		10.	
PROPERTY TAXES	1,358.	1,358.		0.	
LLC FEES	800.	800.		0.	
TO FORM 990-PF, PG 1, LN 18	328,108.	5,458.		5,510.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATIVE FEES	801,824.	0.		801,824.	
COMMUNITY EVENTS & SPONSORSHIPS	7,757.	0.		7,757.	
MISCELLANEOUS EXPENSE	35,278.	0.		0.	
INSURANCE	30,416.	762.		0.	
MEMBERSHIP DUES	11,240.	0.		0.	
OFFICE EXPENSES	44,123.	0.		0.	
BANK FEES & ACCOUNT FEES	16,798.	12,599.		0.	
PROPERTY EXPENSES	229,809.	229,809.		0.	
MAINTENANCE & REPAIRS	28,617.	28,617.		0.	
OFFSITE STORAGE RENTAL	2,191.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	1,208,053.	271,787.		809,581.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
DESCRIPTION		AMOUNT	
PRESENT VALUE OF CONTRIBUTIONS ADJ. PER BOOK - NOT ON TAX		2,118,760.	
TOTAL TO FORM 990-PF, PART III, LINE 5		2,118,760.	

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FORM 990-PF CORPORATE BONDS STATEMENT 11

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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BOND FUNDS	31,224,404.	31,224,404.
TOTAL TO FORM 990-PF, PART II, LINE 10C	<u>31,224,404.</u>	<u>31,224,404.</u>

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FORM 990-PF OTHER INVESTMENTS STATEMENT 12

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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENT	FMV	10,469,297.	10,469,297.
EQUITY SECURITIES	FMV	79,569,114.	79,569,114.
TOTAL TO FORM 990-PF, PART II, LINE 13		<u>90,038,411.</u>	<u>90,038,411.</u>

FORM 990-PF

LIST OF CONTROLLED ENTITIES  
PART VII-A, LINE 11

STATEMENT 13

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

LF VILLAS LLC

ADDRESS

5800 ARMADA DRIVE, SUITE 100  
CARLSBAD, CA 92008

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

3501 WEST GARY LLC

ADDRESS

5800 ARMADA DRIVE, SUITE 100  
CARLSBAD, CA 92008

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

LF ENCINITAS PROPERTIES, LLC

45-4867829

ADDRESS

5800 ARMADA DRIVE, SUITE 100  
CARLSBAD, CA 92008

FORM 990-PF

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

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RABBI LENORE BOHM C/O 5800 ARMADA DRIVE, SUITE 100 CARLSBAD, CA 92008	VICE PRESIDENT 2.00	11,000.	0.	0.
ROBERT BRUNST, M.D. C/O 5800 ARMADA DRIVE, SUITE 100 CARLSBAD, CA 92008	CFO 2.00	11,000.	0.	0.
MURRAY GALINSON C/O 5800 ARMADA DRIVE, SUITE 100 CARLSBAD, CA 92008	VICE CHAIRMAN 2.00	9,000.	0.	0.
BERNARD REITER C/O 5800 ARMADA DRIVE, SUITE 100 CARLSBAD, CA 92008	CHAIRMAN 2.00	9,500.	0.	0.
SHELDON S. SCHARLIN C/O 5800 ARMADA DRIVE, SUITE 100 CARLSBAD, CA 92008	CHAIR, AUDIT COMMITTEE 2.00	1,000.	0.	0.
JAMES S. FARLEY C/O 5800 ARMADA DRIVE, SUITE 100 CARLSBAD, CA 92008	PRESIDENT & CEO 40.00	372,600.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		414,100.	0.	0.

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

**2012**

Name of the organization

LEICHTAG FOUNDATION

Employer identification number

33-0466189

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ..... ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization <b>LEICHTAG FOUNDATION</b>	Employer identification number <b>33-0466189</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<b>1</b>	..... _____ .. _____ ..... _____	\$ <u>37,617.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization  <b>LEICHTAG FOUNDATION</b>	Employer identification number  <b>33-0466189</b>
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**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____



Name of organization  <b>LEICHTAG FOUNDATION</b>	Employer identification number  <b>33-0466189</b>
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**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	

Name **LEICHTAG FOUNDATION** Employer identification number **33-0466189**

**Note:** Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

<b>Part I Required Annual Payment</b>			
1	Total tax (see instructions) .....	1	207,518.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 .....	2a	
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method .....	2b	
2c	Credit for federal tax paid on fuels (see instructions) .....	2c	
2d	<b>Total.</b> Add lines 2a through 2c .....	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, <b>do not</b> complete or file this form. The corporation does not owe the penalty .....	3	207,518.
4	Enter the tax shown on the corporation's 2011 income tax return (see instructions). <b>Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5</b> .....	4	177,447.
5	<b>Required annual payment.</b> Enter the <b>smaller</b> of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3 .....	5	177,447.

**Part II Reasons for Filing** - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

- 6  The corporation is using the adjusted seasonal installment method.
- 7  The corporation is using the annualized income installment method.
- 8  The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

<b>Part III Figuring the Underpayment</b>		(a)	(b)	(c)	(d)
9	<b>Installment due dates.</b> Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year .....	05/15/12	06/15/12	09/15/12	12/15/12
10	<b>Required installments.</b> If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column. ....	44,362.	59,397.	51,880.	51,879.
11	Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15 .....	34,912.	60,000.	47,500.	55,000.
<b>Complete lines 12 through 18 of one column before going to the next column.</b>					
12	Enter amount, if any, from line 18 of the preceding column .....				
13	Add lines 11 and 12 .....		60,000.	47,500.	55,000.
14	Add amounts on lines 16 and 17 of the preceding column .....		9,450.	8,847.	13,227.
15	Subtract line 14 from line 13. If zero or less, enter -0- .....	34,912.	50,550.	38,653.	41,773.
16	If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- .....		0.	0.	
17	<b>Underpayment.</b> If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18 .....	9,450.	8,847.	13,227.	10,106.
18	<b>Overpayment.</b> If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column .....				

**Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.**

**Part IV Figuring the Penalty**

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2012 and before 7/1/2012	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 3\%}{366}$	22	\$	\$	\$
23 Number of days on line 20 after 06/30/2012 and before 10/1/2012	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 3\%}{366}$	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2012 and before 1/1/2013	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 3\%}{366}$	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2012 and before 4/1/2013	27	<b>SEE ATTACHED WORKSHEET</b>		
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\%}{365}$	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2013 and before 7/1/2013	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2013 and before 10/01/2013	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2013 and before 1/1/2014	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2013 and before 2/16/2014	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
<b>38 Penalty.</b> Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns	38	\$		302.

\* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at [www.irs.gov](http://www.irs.gov). You can also call 1-800-829-4933 to get interest rate information.

FORM 990-PF  
**UNDERPAYMENT OF ESTIMATED TAX WORKSHEET**

Name(s) <b>LEICHTAG FOUNDATION</b>				Identifying Number <b>33-0466189</b>	
---------------------------------------	--	--	--	---	--

(A) *Date	(B) Amount	(C) Adjusted Balance Due	(D) Number Days Balance Due	(E) Daily Penalty Rate	(F) Penalty
		-0-			
05/15/12	44,362.	44,362.			
05/15/12	-25,000.	19,362.			
05/15/12	-9,912.	9,450.	24	.000081967	19.
06/08/12	-60,000.	-50,550.			
06/15/12	59,397.	8,847.	87	.000081967	63.
09/10/12	-47,500.	-38,653.			
09/15/12	51,880.	13,227.	88	.000081967	95.
12/12/12	-55,000.	-41,773.			
12/15/12	51,879.	10,106.	16	.000081967	13.
12/31/12	0.	10,106.	135	.000082192	112.

Penalty Due (Sum of Column F) ..... **302.**

\* Date of estimated tax payment, withholding credit date or installment due date.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box  **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

**Enter filer's identifying number, see instructions**

<b>Type or print</b>	Name of exempt organization or other filer, see instructions <b>LEICHTAG FOUNDATION</b>	Employer identification number (EIN) or <b>33-0466189</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>5800 ARMADA DRIVE, NO. 100</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>CARLSBAD, CA 92008</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**LEICHTAG FOUNDATION**

• The books are in the care of  **5800 ARMADA DRIVE, NO. 100 - CARLSBAD, CA 92008**  
 Telephone No.  **760-929-1090** FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013**.

5 For calendar year **2012**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

7 State in detail why you need the extension  
**HE ORGANIZATION RESPECTFULLY REQUEST ADDITIONAL TIME TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$ <b>207,518.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$ <b>224,412.</b>
<b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$ <b>0.</b>

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title  **CPA** Date