

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

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

▶ **Do not enter social security numbers on this form as it may be made public.**
 ▶ **Go to www.irs.gov/Form990PF for instructions and the latest information.**

OMB No 1545-0052
2018
Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018 , and ending 12-31-2018

Name of foundation JUDD LEIGHTON FOUNDATION INC		A Employer identification number 35-2120550
Number and street (or P O box number if mail is not delivered to street address) 202 S Michigan Street Suite 910	Room/suite	B Telephone number (see instructions) (574) 232-5970
City or town, state or province, country, and ZIP or foreign postal code South Bend, IN 46601		C If exemption application is pending, check here <input type="checkbox"/>
G 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		D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <u>111,879,870</u>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I	Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	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	1,983,208	1,980,600		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,387,115			
	b Gross sales price for all assets on line 6a	19,645,878			
	7 Capital gain net income (from Part IV, line 2)		4,343,148		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	18,521	22,449	0		
12 Total. Add lines 1 through 11	6,388,844	6,346,197	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	429,750	214,875		214,875
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	45,643	11,411	0	11,411
	b Accounting fees (attach schedule)	64,797	16,200	0	0
	c Other professional fees (attach schedule)	849,276	849,276	0	0
	17 Interest	25,691	25,691		
	18 Taxes (attach schedule) (see instructions)	92,895	50,940	0	10,010
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy	31,663	15,832		14,157
	21 Travel, conferences, and meetings	23,405	11,703		11,702
	22 Printing and publications				
	23 Other expenses (attach schedule)	384,273	362,321	0	2,317
	24 Total operating and administrative expenses. Add lines 13 through 23	1,947,393	1,558,249	0	264,472
	25 Contributions, gifts, grants paid	4,047,875			4,047,875
26 Total expenses and disbursements. Add lines 24 and 25	5,995,268	1,558,249	0	4,312,347	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	393,576				
b Net investment income (if negative, enter -0-)		4,787,948			
c Adjusted net income (if negative, enter -0-)			0		

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	307,821	334,818	334,818
	2 Savings and temporary cash investments	2,003,435	3,688,794	3,688,794
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	0	0	0
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	0	0	0
	5 Grants receivable	0		
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ _____ 640,000 Less allowance for doubtful accounts ▶ _____ 0	640,000	640,000	640,000
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	0	3,485,015	3,495,391
	b Investments—corporate stock (attach schedule)	31,040,768	22,372,712	46,822,312
	c Investments—corporate bonds (attach schedule)	7,041,591	6,007,816	5,682,516
	11 Investments—land, buildings, and equipment basis ▶ _____ 0 Less accumulated depreciation (attach schedule) ▶ _____ 0	0		0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	32,356,895	36,973,312	47,480,124
	14 Land, buildings, and equipment basis ▶ _____ 203,219 Less accumulated depreciation (attach schedule) ▶ 0	0	203,219	203,219
15 Other assets (describe ▶ _____)	0	0	3,532,696	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	73,390,510	73,705,686	111,879,870	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	69,596,919	70,271,811	
	25 Temporarily restricted	3,693,591	3,433,875	
	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 Total net assets or fund balances (see instructions)	73,290,510	73,705,686		
31 Total liabilities and net assets/fund balances (see instructions) .	73,290,510	73,705,686		

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	73,290,510
2 Enter amount from Part I, line 27a	2	393,576
3 Other increases not included in line 2 (itemize) ▶ _____	3	21,600
4 Add lines 1, 2, and 3	4	73,705,686
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	73,705,686

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a Schwab - LT Cap Gain Distributions		P		
b Gain for distributions in excess of basis				
c Schwab - ST				
d Schwab - LT				
e Flowthrough activity				
(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 422,422			422,422	
b 671,318			671,318	
c		41,716	-41,716	
d 2,160,146			2,160,146	
e 1,130,978			1,130,978	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a		0	422,422	
b		0	671,318	
c		0	-41,716	
d		0	2,160,146	
e		0	1,130,978	
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 4,343,148
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		{ }		3 0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	6,192,749	102,686,378	0 060307
2016	5,419,626	96,471,263	0 056179
2015	4,408,295	99,538,469	0 044287
2014	4,996,197	104,832,845	0 047659
2013	4,942,031	97,576,849	0 050648
2 Total of line 1, column (d)			2 0 259080
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0 051816
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 106,718,722
5 Multiply line 4 by line 3			5 5,529,737
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 47,879
7 Add lines 5 and 6			7 5,577,616
8 Enter qualifying distributions from Part XII, line 4			8 4,403,157

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)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, subtitle A tax, and total tax due. Total tax due is 1,470.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, distributions, public inspection, and books in care.

Located at 202 S Michigan Street Suite 910 South Bend IN ZIP+4 46601

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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If yes, did the foundation receive any proceeds... 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 during the year?

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

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

Table with 5 columns: (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. Row 1: See Additional Data Table.

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

Table with 5 columns: (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.

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WALTER & KEENAN FINANCIAL CONSULTING 202 S Michigan St Suite 910 SOUTH BEND, IN 46601	FINANCIAL MANAGEMENT	849,276
Total number of others receiving over \$50,000 for professional services. ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 	
2 	
All other program-related investments. See instructions	
3 	

Total. Add lines 1 through 3 ▶ 0

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	3,273,374
b	Average of monthly cash balances.	1b	105,070,506
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	108,343,880
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	
3	Subtract line 2 from line 1d.	3	108,343,880
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,625,158
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	106,718,722
6	Minimum investment return. Enter 5% of line 5.	6	5,335,936

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	5,335,936
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	95,759
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	95,759
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	5,240,177
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	5,240,177
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	5,240,177

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	4,312,347
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	4,312,347
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,312,347

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				5,240,177
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			0	
b Total for prior years 2016, 2015, 2014		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.	128,379			
b From 2014.	0			
c From 2015.	0			
d From 2016.	629,345			
e From 2017.	1,120,768			
f Total of lines 3a through e.	1,878,492			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>4,403,157</u>				
a Applied to 2017, 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 2018 distributable amount.				4,403,157
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	837,020			837,020
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,041,472			
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	1,041,472			
10 Analysis of line 9				
a Excess from 2014.	0			
b Excess from 2015.	0			
c Excess from 2016.	0			
d Excess from 2017.	1,041,472			
e Excess from 2018.	0			

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

Table with 5 columns: Tax year, Prior 3 years (2017, 2016, 2015), and (e) Total. Rows include questions 1a-1c, 2a-e, and 3a-c regarding foundation status and investment return.

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...
b List any managers of the foundation who own 10% or more of the stock of a corporation...

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
JAMES KEENAN
202 S MICHIGAN ST SUITE 910
SOUTH BEND, IN 46601
(574) 232-5970

b The form in which applications should be submitted and information and materials they should include
GRANT APPLICANTS SHOULD REVIEW THE GRANT GUIDELINES FOUND ON THE FOUNDATION WEBSITE AT JUDDLEIGHTONFOUNDATION.ORG PARTICULAR ATTENTION SHOULD BE PAID TO THE FOUNDATION'S PRIMARY FOCUS AREAS...

c Any submission deadlines
THE BOARD OF DIRECTORS MEETS QUARTERLY CONTACT CHARLES NELSON, DIRECTOR, FOR APPLICATION DEADLINES

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
THE FOUNDATION'S ARTICLES OF INCORPORATION REQUIRE THAT AT LEAST 75% OF ALL AMOUNTS DISTRIBUTED IN ANY PERIOD BE FOR THE IMPROVEMENT OF QUALITY OF LIFE IN ST JOSEPH COUNTY, INDIANA...

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				
b <i>Approved for future payment</i>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include categories like Program service revenue, Fees and contracts from government agencies, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income from real estate, Net rental income from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, and Other revenue.

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

Table with 2 columns: Line No. and Explanatory text. The text column is for explaining how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

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) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of		
(1) Cash.		No
(2) Other assets.		No
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization.		No
(2) Purchases of assets from a noncharitable exempt organization.		No
(3) Rental of facilities, equipment, or other assets.		No
(4) Reimbursement arrangements.		No
(5) Loans or loan guarantees.		No
(6) Performance of services or membership or fundraising solicitations.		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		No
1c		No

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

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.

Sign Here ▶ ***** 2019-11-14 *****
 Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00240883
	KENNETH J KEBER				
	Firm's name ▶ CROWE LLP				Firm's EIN ▶ 35-0921680
	Firm's address ▶ 330 E Jefferson Blvd PO Box 7 South Bend, IN 466240007				Phone no (574) 232-3992

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
John Pycik 202 S Michigan Street Suite 910 South Bend, IN 46601	Vice President / Secretary 3 000	51,000	0	3,759
Jerry French 202 S Michigan Street Suite 910 South Bend, IN 46601	Director 3 000	45,000	0	3,479
Donald F Walter 202 S Michigan Street Suite 910 South Bend, IN 46601	Director 3 000	51,000	0	3,748
Charles Nelson 202 S Michigan Street Suite 910 South Bend, IN 46601	Executive Director 40 000	154,000	0	0
James F Keenan 202 S Michigan Street Suite 910 South Bend, IN 46601	President / Treasurer 20 000	128,750	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Indiana University Foundation PO Box 500 Bloomington, IN 46615	None	PC	Charitable	400,000
Community Foundation of St Joseph County PO Box 837 South Bend, IN 46624	None	PC	Charitable	26,000
The Chamber of Commerce of St Joseph County Foundation 101 No Michigan St 300 South Bend, IN 466011642	None	PC	Charitable	375
Total ▶ 3a				4,047,875

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Cultivate Culinary School & Catering 701 N Niles Ave South Bend, IN 46617	None	PC	charitable	20,000
The History Museum 808 W Washington St South Bend, IN 46601	None	PC	Charitable	3,000
South Bend Symphony Orchestra Association 127 N Michigan St South Bend, IN 46601	None	PC	Charitable	30,000
Total ▶ 3a				4,047,875

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EnFocus635 S Lafayette South Bend, IN 46601	None	PC	charitable	167,500
Holy Cross Village Foundation 54515 State Rd 933 North Notre Dame, IN 46556	None	PC	charitable	50,000
Cancer Society of St Joseph County Inc 3516 E Jefferson Blvd South Bend, IN 46615	None	PC	charitable	20,000
Total				4,047,875

▶ **3a**

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Big Brothers and Big Sisters of St Joseph County Inc PO Box 1632 South Bend, IN 46634	None	PC	charitable	25,000
South Bend Heritage Foundation 803 Lincolnway West South Bend, IN 46616	None	PC	Charitable	20,000
Lakeland Immediate Care Center 261 M-62 Cassopolis, MI 49031	None	PC	charitable	25,000
Total ▶ 3a				4,047,875

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Center for Hospice and Palliative Care 111 Sunnybrook Ct South Bend, IN 46637	None	PC	charitable	100,000
South Bend - Elkhart Regional Foundation 4477 Progress Drive South Bend, IN 46628	none	PC	charitable	100,000
Mayo Foundation 200 First St NW Rochester, MN 55905	none	PC	charitable	735,000
Total ▶ 3a				4,047,875

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Indiana Golf Foundation PO Box 516 Franklin, IN 46131	None	PC	charitable	25,000
Elevate Ventures 50 E 91st St Suite 213 Indianapolis, IN 46240	None	PC	charitable	100,000
WNIT 300 W Lafayette Blvd South Bend, IN 46601	None	PC	charitable	2,500
Total ▶ 3a				4,047,875

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
The Casie Center 912 E Lasalle Ave South Bend, IN 46617	None	PC	charitable	25,000
Beacon Health Foundation Inc 615 N Michigan St South Bend, IN 46601	none	PC	charitable	350,000
Real Services Inc PO Box 1835 South Bend, IN 46634	none	PC	charitable	25,000
Total ▶ 3a				4,047,875

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
The Salvation Army 2009 South Bend Ave South Bend, IN 46637	none	PC	charitable	15,000
Robinson Community Learning Center 921 N Eddy St South Bend, IN 46617	none	PC	charitable	10,000
St Vincent DePaul of St Joseph County Inc 520 Crescent Ave South Bend, IN 46617	none	PC	charitable	60,000
Total ▶ 3a				4,047,875

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
University of Notre Dame 300 Main Building Notre Dame, IN 46556	none	PC	charitable	1,100,000
Hospice Foundation 501 Comfort Place Mishawaka, IN 46545	none	PC	charitable	250
Habitat for Humanity of St Joseph County 402 E South St South Bend, IN 46601	non	PC	charitable	150,000
Total ▶ 3a				4,047,875

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Lakeland Health Foundation 1234 Napier Ave St Joseph, MI 49085	none	PC	charitable	75,000
Trinity School at Greenlawn 107 S Greenlawn Ave South Bend, IN 46617	None	PC	Charitable	25,000
Logan Community Resources Inc PO Box 1049 South Bend, IN 46624	None	PC	Charitable	180,000
Total ▶ 3a				4,047,875

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
100 Black Men of Greater South Bend 2043 South Bend Ave South Bend, IN 46637	None	PC	Charitable	15,000
Potawatomi Zoological Society Inc PO Box 1764 South Bend, IN 46634	None	PC	Charitable	100,000
City of Mishawaka 904 N Main St Mishawaka, IN 46545	none	PC	charitable	25,000
Total				4,047,875

▶ **3a**

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Center for History 808 W Washington St South Bend, IN 46601	None	PC	Charitable	25,000
Exponent Philanthropy 1720 N St NW Washington, DC 20036	None	PC	Charitable	750
Startup Moxie - Regional Innovation and Startup Education (RISE) 4100 Edison Lakes Parkway 260 Mishawaka, IN 46545	None	PC	Charitable	2,500
Total				4,047,875

▶ **3a**

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
The Beacon Resource Center Inc 4210 Lincolnway West South Bend, IN 46528	None	PC	Charitable	15,000
Total ▶ 3a				4,047,875

TY 2018 Accounting Fees Schedule**Name:** JUDD LEIGHTON FOUNDATION INC**EIN:** 35-2120550**Software ID:** 18007697**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Crowe	53,547	13,387		
Culler & Associates	11,250	2,813		

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

TY 2018 Gain/Loss from Sale of Other Assets Schedule

Name: JUDD LEIGHTON FOUNDATION INC

EIN: 35-2120550

Software ID: 18007697

Software Version: 2018v3.1

Gain Loss Sale Other Assets Schedule

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Schwab Cap Gain Distributions					422,422				422,422	
Gain for Distribution in excess of basis					671,318				671,318	
Schwab - ST						41,716			-41,716	
Schwab - LT					2,160,146				2,160,146	
Flowthrough activity					1,174,945				1,174,945	

TY 2018 Investments Corporate Bonds Schedule**Name:** JUDD LEIGHTON FOUNDATION INC**EIN:** 35-2120550**Software ID:** 18007697**Software Version:** 2018v3.1**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Pimco Enhanced Shrt	0	0
Loomis Sayles Bond CL I	1,539,365	1,600,610
Pimco Emrg Mkts Bd Fd	2,550,000	2,211,246
Pimco Total Return Fund	1,918,451	1,870,660

TY 2018 Investments Corporate Stock Schedule**Name:** JUDD LEIGHTON FOUNDATION INC**EIN:** 35-2120550**Software ID:** 18007697**Software Version:** 2018v3.1**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Alphabet Inc Class A	474,235	1,776,432
Alphabet Inc Class C	631,573	2,071,220
American Express Co	950,668	1,191,500
Apple Inc	1,446,191	2,681,580
Boeing Co	955,807	2,418,750
Chevron Corp	0	0
Cisco Systems Inc	898,327	2,166,500
Colgate-Palmolive Co	75,000	892,800
Comcast Corp	270,759	1,021,500
Celgene Corp	0	0
Eli Lilly & Company	866,625	1,735,800
Exxon Mobil Corporation	600,788	1,363,800
Fifth Third Bancorp	730,842	1,176,500
General Electric Co	0	0
Home Depot Inc	499,733	687,280
Illumina Inc	469,211	899,790
Intel Corp	781,421	1,877,200
Johnson & Johnson	328,497	2,581,000
JP Morgan Chase	1,091,750	2,684,550
Medtronic PLC	543,719	682,200
Merck & Co Inc	790,625	1,910,250
Microsoft Corp	833,852	3,199,455
Nestle	569,913	809,600
Northern Trust Corp	1,254,601	2,089,750
Novartis A G Spon ADR	0	0
Pepsico Inc	594,850	1,104,800
Pfizer Incorp	831,181	1,091,250
Procter & Gamble	876,524	1,378,800
Pure Storage Inc	0	0
Qualcomm	526,330	569,100

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Schlumberger LTD	0	0
Splunk Inc	0	0
Starbucks Corp	0	0
United Technologies	0	0
Verizon Communications	985,441	1,124,400
Visa Inc	512,058	923,580
Walmart Stores Inc	713,612	931,500
Walt Disney Co	704,857	822,375
1/100 Berkshire Htwy	983,972	1,530,000
3M Company	579,750	1,429,050

TY 2018 Investments Government Obligations Schedule**Name:** JUDD LEIGHTON FOUNDATION INC**EIN:** 35-2120550**Software ID:** 18007697**Software Version:** 2018v3.1**US Government Securities - End
of Year Book Value:**

3,485,015

**US Government Securities - End
of Year Fair Market Value:**

3,495,391

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2018 Investments - Other Schedule**Name:** JUDD LEIGHTON FOUNDATION INC**EIN:** 35-2120550**Software ID:** 18007697**Software Version:** 2018v3.1**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Columbia Acorn Intl Fd	AT COST	0	0
First Eagle Overseas	AT COST	2,284,449	2,206,994
Oakmark Int'l Small Cap Fund	AT COST	1,863,529	1,839,192
Oppenheimer Developing Mkts	AT COST	2,271,799	2,588,722
Primecap Odyssey Aggr Growth Fd	AT COST	619,901	2,601,778
Starwood PPTY Trust	AT COST	577,384	492,750
Ventas Inc	AT COST	407,440	468,720
Welltower Inc	AT COST	576,208	694,100
Private Equity Managers 2011	AT COST	0	546,955
Vintage V LP	AT COST	0	129,600
Private Equity Managers 2013	AT COST	543,057	710,765
Private Equity Managers 2012	AT COST	516,105	734,571
Vintage VI	AT COST	121,890	404,194
Vintage VII	AT COST	497,872	602,488
Anchorage Illiquid Opportunities III Access Fund	AT COST	0	208,759
Anchorage Illiquid Opportunities IV Access Fund	AT COST	391,470	645,914
Growth and Emerging Markets	AT COST	792,777	923,495
West Street Energy Partners	AT COST	230,749	765,930
West Street energy Partners AIV-1	AT COST	468,658	0
Global Atlantic	AT COST	310,493	471,800
Global Atlantic Sub Debentures	AT COST	100,000	103,160
Private Equity Managers (Early Secondaries)	AT COST	0	316,666
Whitehall Street Int'l Real Estate LP 2008	AT COST	0	3,244
Broad Street Real Estate Credit Partners II	AT COST	17,563	136,366
Nantucket Institutional Fund Class A Series 05/04 (10)	AT COST	3,795,875	4,518,129
Commonfund Capital Int'l Partners VI (1)	AT COST	298,847	315,152
Commonfund Capital Int'l Partners VII (2)	AT COST	290,640	385,529
Commonfund Capital Private Equity Partners VII (3)	AT COST	198,262	615,359
Commonfund Capital Private Equity Partners VIII (4)	AT COST	225,193	416,278
Commonfund Capital Venture Partners VIII (5)	AT COST	193,378	465,062

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
TIFF Realty Opportunity Fund (8)	AT COST	216,508	343,549
TIFF Realty & Resources 2008 (7)	AT COST	318,227	287,801
Deerfield Private Design Fund III	AT COST	893,748	877,154
Deerfield Private Design Fund IV	AT COST	524,604	526,476
DFJ Growth 2013	AT COST	2,050,871	4,266,509
Glynn Emerging Investors	AT COST	593,908	770,662
Fidelis Investors Offshore LP	AT COST	453,781	384,619
Trek 10: 8% Convertible Note	AT COST	100,000	100,000
Gravity Long-Biased Fund	AT COST	2,245,300	2,772,774
Oaktree Strategic Income Fund	AT COST	895,482	1,052,107
Anchorage Illiquid Opp Offshore Fund V	AT COST	335,162	506,506
Balyasny Atlas Enhanced Fund	AT COST	1,010,000	977,352
North Haven Infrastructure Partners	AT COST	901,801	958,671
Great Lakes Cap - Grandview Flats	AT COST	0	0
Great Lakes Cap - Portage Prairie	AT COST	199,664	249,059
Oaktree Opportunities Fund X	AT COST	343,656	406,820
Agendx (formerly Nandio)	AT COST	225,000	259,999
Templeton Emrg Mkts	AT COST	2,050,210	1,760,766
Crown Castle Intl	AT COST	347,568	434,520
Tanger Fctry Outlet	AT COST	361,599	303,300
DFJ Growth III	AT COST	573,851	632,868
Deerfield Partners LP	AT COST	1,111,441	1,086,722
GLC Portage Prairie II	AT COST	192,911	206,135
GLC Portage Prairie III	AT COST	0	0
Elliott International	AT COST	500,000	513,135
Heartland Ventures Fund	AT COST	278,139	300,000
Mithril II LP	AT COST	142,167	137,224
Ovo Fund II, LLC	AT COST	135,627	153,185
GLC Stabilized Income Fund	AT COST	549,349	1,034,624
Grandview Flats II	AT COST	250,000	250,000

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Peate Ventures	AT COST	598,852	600,000
ND Pit Road	AT COST	94,888	100,000
Riverview SOF III	AT COST	175,554	203,415
DFJ Growth SPX III	AT COST	709,905	712,500

**TY 2018 Land, Etc.
Schedule****Name:** JUDD LEIGHTON FOUNDATION INC**EIN:** 35-2120550**Software ID:** 18007697**Software Version:** 2018v3.1

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Leasehold Improvement	203,219		203,219	203,219

TY 2018 Legal Fees Schedule**Name:** JUDD LEIGHTON FOUNDATION INC**EIN:** 35-2120550**Software ID:** 18007697**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Ice Miller	45,643	11,411		11,411

TY 2018 Other Assets Schedule**Name:** JUDD LEIGHTON FOUNDATION INC**EIN:** 35-2120550**Software ID:** 18007697**Software Version:** 2018v3.1**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Interest Receivable			86,126
Benefit Interests in CRTs			3,433,875
Prepaid Rent			12,695

TY 2018 Other Expenses Schedule**Name:** JUDD LEIGHTON FOUNDATION INC**EIN:** 35-2120550**Software ID:** 18007697**Software Version:** 2018v3.1**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Website & Software Expenses				
Payroll Processing Fees	1,136	568		568
GS Annual Fee	3,000	3,000		
GS Wire / Account Fees	1,370	1,370		
Miscellaneous	734	734		
Other expenses from pass through	370,536	350,900		
Internet	1,125	563		563
Insurance	2,372	1,186		1,186
IN annual repor filing fee	23	23		
Morgan Stanley fees	3,977	3,977		

TY 2018 Other Income Schedule**Name:** JUDD LEIGHTON FOUNDATION INC**EIN:** 35-2120550**Software ID:** 18007697**Software Version:** 2018v3.1**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Income from pass through	18,521	22,449	

TY 2018 Other Increases Schedule**Name:** JUDD LEIGHTON FOUNDATION INC**EIN:** 35-2120550**Software ID:** 18007697**Software Version:** 2018v3.1

Description	Amount
Prior Period Adjustment	21,600

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

**TY 2018 Other
Notes/Loans Receivable
Long Schedule**

Name: JUDD LEIGHTON FOUNDATION INC

EIN: 35-2120550

Software ID: 18007697

Software Version: 2018v3.1

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
Quantasi LLC	None	180,000	180,000	2017-12	2021-04	Compounded annually and computed on the basis of a 365 day year for the actual number of days lapsed	321 %		To improve the quality of life and bring economic opportunity to St Joseph County		180,000
Bravura Health & Wellness LLC	NONE	180,000	180,000	2017-12	2021-04	Compounded annually and computed on the basis of a 365 day year for the actual number of days lapsed	321 %		To improve the quality of life and bring economic opportunity to St Joseph County		180,000
Consensus Network LLC	None	180,000	180,000	2017-12	2021-04	Compounded annually and computed on the basis of a 365 day year for the actual number of days lapsed	321 %		To improve the quality of life and bring economic opportunity to St Joseph County		180,000
Avinew LLC fka Driav Inc	None	0	100,000	2018-08	2020-03	Compounded annually and computed on the basis of a 365 day year for the actual number of days lapsed	500 %		Investment		100,000

TY 2018 Other Professional Fees Schedule**Name:** JUDD LEIGHTON FOUNDATION INC**EIN:** 35-2120550**Software ID:** 18007697**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Walter & Keenan Consulting	849,276	849,276		

TY 2018 Taxes Schedule

Name: JUDD LEIGHTON FOUNDATION INC

EIN: 35-2120550

Software ID: 18007697

Software Version: 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Payroll Taxes	20,021	10,011		10,010
GS Vintage Fund Taxes	5,594	5,594		
GS Early Secondaries Fund Taxes	6,455	6,455		
GS Private Equity Fund Taxes	13,401	13,401		
Anchorage Fund Taxes	2,088	2,088		
Schwab Foreign Taxes Paid	10,232	10,232		
Federal and state Excise Tax	32,730			
Tax from pass through	2,374	3,159		