Form **990-PF**

Department of the Treasury
Internal Revenue Service

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*

OMB No 1545-0052

2008

For calendar year 2008 , or tax year beginning 06-01-2008 and ending 05-31-2009

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
WILLIAM S & INA LEVINE FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1702 E HIGHLAND AVE No 310

City or town, state, and ZIP code
PHOENIX, AZ 85016

A Employer identification number
86-0866703

B Telephone number (see the instructions)
(602) 248-8181

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 9,740,431

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))*

			(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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	832	832		
	4	Dividends and interest from securities	596,700	596,700		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-33,462			
	b	Gross sales price for all assets on line 6a 585,701				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	564,070	597,532		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	8,450	8,450		0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see the instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	196,034	196,034		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	204,484	204,484		0
	25	Contributions, gifts, grants paid	970,586			970,586
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,175,070	204,484		970,586
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-611,000			
	b	**Net investment income** (if negative, enter -0-)		393,048		
	c	**Adjusted net income** (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		2	2
	2	Savings and temporary cash investments	123,275	694,727	694,727
	3	Accounts receivable ▶ 223,352 Less allowance for doubtful accounts ▶		223,352	223,352
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	94,792	29,036	29,036
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	6,105,253	6,741,375	3,498,225
	c	Investments—corporate bonds (attach schedule)	0	102,361	49,563
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans	6,535,932	5,073,660	5,073,660
	13	Investments—other (attach schedule)	0	171,866	171,866
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	12,859,252	13,036,379	9,740,431
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	12,859,252	13,036,379	
	30	**Total net assets or fund balances** (see the instructions)	12,859,252	13,036,379	
	31	**Total liabilities and net assets/fund balances** (see the instructions)	12,859,252	13,036,379	

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	12,859,252
2	Enter amount from Part I, line 27a	2	-611,000
3	Other increases not included in line 2 (itemize) ▶	3	884,151
4	Add lines 1, 2, and 3	4	13,132,403
5	Decreases not included in line 2 (itemize) ▶	5	96,024
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	13,036,379

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1a	See Additional Data Table			
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	See Additional Data Table			
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	See Additional Data Table			
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**	-33,462
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 the instructions) If (loss), enter -0- in Part I, line 8	**3**	

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))
2007	1,707,988	11,007,560	0 155165
2006	1,157,391	5,631,753	0 205512
2005	1,101,499	2,239,999	0 491741
2004	1,295,867	2,930,265	0 442235
2003	1,204,869	3,140,725	0 383628

2	**Total** of line 1, column (d)	**2**	1 678281
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	**3**	0 335656
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	**4**	9,141,102
5	Multiply line 4 by line 3	**5**	3,068,266
6	Enter 1% of net investment income (1% of Part I, line 27b)	**6**	3,930
7	Add lines 5 and 6	**7**	3,072,196
8	Enter qualifying distributions from Part XII, line 4	**8**	970,586

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

Additional Data

Software ID: 08000094
Software Version: 2008.05050
EIN: 86-0866703
Name: WILLIAM S & INA LEVINE FOUNDATION INC

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines a - d

(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)
ANHEUSER BUSCH COMMON STOCK	D	2006-12-08	2008-11-18
VIACOM B	D	2007-12-31	2009-05-26
VIACOM B	D	2007-12-31	2009-05-29
VIACOM B	D	2007-12-31	2009-05-30
MERITAGE ALGERS MORTGAGE	P	2005-12-06	2009-04-08
MARINA COVES MORTGAGE	P	2007-01-08	2009-04-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines e - h

(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)
78,960		847	78,113
111,523		48,572	62,951
112,638		48,572	64,066
110,715		48,572	62,143
5,496		23,600	-18,104
166,369		449,000	-282,631

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines i - l

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	
			78,113
			62,951
			64,066
			62,143
			-18,104
			-282,631

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling letter ____________ **(attach copy of ruling letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	7,861
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	7,861
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	7,861
6	Credits/Payments				
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	36,897		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	36,897
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid.** ▶			10	29,036
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶	8,000	**Refunded** ▶	11	21,036

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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ▶ AZ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	Yes	

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 page 20 of the instructions)	11a		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Web site address ▶NO WEB SITE

14 The books are in care of ▶WILLIAM S INA LEVINE FOUNDATION Telephone no ▶(602) 248-8181

Located at ▶1702 E HIGHLAND AVE SUITE 310 PHOENIX AZ ZIP+4 ▶85016

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here . . . . ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ | 15 |

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). . . . . ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c		No
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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? . . . . ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2008 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 2008.)*.	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2008?	4b		No

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)? (see instructions). . . . . ☐ **Yes** ☑ **No**

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see the instructions)? . . . **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**

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

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

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

If you answered "Yes" to 6b, also file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
WILLIAM S LEVINE 1702 E HIGHLAND AVE SUITE 310 PHOENIX,AZ 85016	PRESIDENT/DIRECTOR 0 00	0	0	0
JAY DAVID LEVINE 1702 E HIGHLAND AVE SUITE 310 PHOENIX,AZ 85016	DIRECTOR 0 00	0	0	0
JONATHAN LEVINE 1702 E HIGHLAND AVE SUITE 310 PHOENIX,AZ 85016	DIRECTOR 0 00	0	0	0
JULIE SCHOEN 1702 E HIGHLAND AVE SUITE 310 PHOENIX,AZ 85016	DIRECTOR 0 00	0	0	0

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

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

Total number of other employees paid over $50,000. . . . . ▶ 0

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 the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services. . . . . ▶ 0

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 the 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 the instructions 3	
Total Add lines 1 through 3. . . . . ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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**	3,925,731
b	Average of monthly cash balances.			**1b**	90,947
c	Fair market value of all other assets (see the instructions).			**1c**	5,263,629
d	**Total** (add lines 1a, b, and c).			**1d**	9,280,307
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**	9,280,307
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see the instructions).			**4**	139,205
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			**5**	9,141,102
6	**Minimum investment return.** Enter 5% of line 5.			**6**	457,055

Part XI Distributable Amount (see page 25 of the 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**	457,055
2a	Tax on investment income for 2008 from Part VI, line 5.	**2a**	7,861		
b	Income tax for 2008 (This does not include the tax from Part VI).	**2b**			
c	Add lines 2a and 2b.			**2c**	7,861
3	Distributable amount before adjustments Subtract line 2c from line 1.			**3**	449,194
4	Recoveries of amounts treated as qualifying distributions.			**4**	0
5	Add lines 3 and 4.			**5**	449,194
6	Deduction from distributable amount (see the instructions).			**6**	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.			**7**	449,194

Part XII Qualifying Distributions (see page 25 of the 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**	970,586
b	Program-related investments—total from Part IX-B.	**1b**	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	**2**	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	**3a**	
b	Cash distribution test (attach the required schedule).	**3b**	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	**4**	970,586
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 page 26 of the instructions)	**5**	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	**6**	970,586

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 page 26 of the instructions)

			(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1	Distributable amount for 2008 from Part XI, line 7					449,194
2	Undistributed income, if any, as of the end of 2007					
a	Enter amount for 2007 only				0	
b	Total for prior years 20___, 20___, 20___			0		
3	Excess distributions carryover, if any, to 2008					
a	From 2003	1,210,482				
b	From 2004	1,159,745				
c	From 2005	970,141				
d	From 2006	970,593				
e	From 2007	1,215,505				
f	**Total** of lines 3a through e		5,526,466			
4	Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 970,586					
a	Applied to 2007, but not more than line 2a				0	
b	Applied to undistributed income of prior years (Election required—see the instructions)			0		
c	Treated as distributions out of corpus (Election required—see the instructions)		0			
d	Applied to 2008 distributable amount					449,194
e	Remaining amount distributed out of corpus		521,392			
5	Excess distributions carryover applied to 2008 *(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		6,047,858			
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 the instructions			0		
e	Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount—see the instructions				0	
f	Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions)		0			
8	Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions)		1,210,482			
9	**Excess distributions carryover to 2008.** Subtract lines 7 and 8 from line 6a		4,837,376			
10	Analysis of line 9					
a	From 2004	1,159,745				
b	From 2005	970,141				
c	From 2006	970,593				
d	From 2007	1,215,505				
e	From 2008	521,392				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2008	**(b)** 2007	**(c)** 2006	**(d)** 2005	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see the 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))

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

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

Check here ▶☑ if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the organization makes gifts, grants, etc (see the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				970,586
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
761ST TANK BATTALION & ALLIED VETERANS ASSN 4328 Cullerton Street Chicago, IL 60623	NONE	PUBLIC CHARITY	SUPPORT	5,000
ANGELES BASEBALL FOUNDATION 2000 Gene Autry Way ANAHEIM, CA 92806	NONE	PUBLIC CHARITY	SUPPORT	50,000
ANTI DEFAMATION LEAGUE 1 East Camelback 670 Phoenix, AZ 85012	NONE	PUBLIC CHARITY	SUPPORT	32,680
ARIZONA JEWISH HISTORICAL 4710 N 16th Street 201 Phoenix, AZ 85016	NONE	PUBLIC CHARITY	SUPPORT	25,000
ARIZONA JEWISH THEATER CO 444 W Camelback Rd Ste 208 Phoenix, AZ 85013	NONE	PUBLIC CHARITY	SUPPORT	5,000
BAYITH LEPLEITOT INC 1362 E 21st Street BROOKLYN, NY 11210	NONE	PUBLIC CHARITY	SUPPORT	2,000
BETH EL CONGREGATION 1118 West Glendale Phoenix, AZ 85021	NONE	PUBLIC CHARITY	SUPPORT	10,000
BETH JACOB HIGH SCHOOL 5100 W 14th Avenue Denver, CO 802041004	NONE	PUBLIC CHARITY	SUPPORT	5,000
BETH JOSEPH CONGREGATION 515 E Bethany Home Rd Phoenix, AZ 85021	NONE	PUBLIC CHARITY	SUPPORT	10,000
BUREAU OF JEWISH EDUCATION CAMP SCHOLARSHIP FUND 12701 N Scottsdale Rd Suite 206 SCOTTSDALE, AZ 85254	NONE	PUBLIC CHARITY	SUPPORT	10,000
BUREAU OF JEWISH EDUCATION PASSOVER FUND 12701 N Scottsdale Rd Suite 206 SCOTTSDALE, AZ 85254	NONE	PUBLIC CHARITY	SUPPORT	5,000
BUREAU OF JEWISH EDUCATION 12701 N Scottsdale Rd Suite 206 SCOTTSDALE, AZ 85254	NONE	PUBLIC CHARITY	SUPPORT	13,500
CAMP FIRE-GREATER ARIZONA 2345 E Thomas Rd Ste 400 Phoenix, AZ 85016	NONE	PUBLIC CHARITY	SUPPORT	-2,500
CAREER CONCEPTS FOR YOUTH INC PO Box 32864 Phoenix, AZ 85064	NONE	PUBLIC CHARITY	SUPPORT	10,000
CARL HAYDEN COMMUNITY CENTER 200 W Washington 11th floor Phoenix, AZ 85003	NONE	PUBLIC CHARITY	SUPPORT	500
Total . . . . ▶ **3a**				970,586

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CESAR E CHAVEZ FOUNDATION 3602 W Thomas Rd Ste 6 Phoenix, AZ 85019	NONE	PUBLIC CHARITY	SUPPORT	2,500
CHABAD OF CALIFORNIA 741 Gayley Ave Los Angeles, CA 90024	NONE	PUBLIC CHARITY	SUPPORT	18,000
CHABAD OF MESA 941 S Maple Mesa, AZ 85206	NONE	PUBLIC CHARITY	SUPPORT	2,500
CHABAD OF SCOTTSDALE 10215 N Scottsdale Rd Scottsdale, AZ 85253	NONE	PUBLIC CHARITY	SUPPORT	5,000
CHABAD-LUBAVITCH OF ARIZONA 2110 E Lincoln Drive Phoenix, AZ 85016	NONE	PUBLIC CHARITY	SUPPORT	17,500
CHAI INSTITUTE 808 Montgomery St Brooklyn, NY 11213	NONE	PUBLIC CHARITY	SUPPORT	2,000
CHAI LIFE LINE 151 West 30th Street New York, NY 10001	NONE	PUBLIC CHARITY	SUPPORT	10,000
CHALLENGED ATHLETES FOUNDATION PO Box 910769 San Diego, CA 92191	NONE	PUBLIC CHARITY	SUPPORT	2,500
CHILDREN'S MUSEUM OF PHOENIX PO Box 2439 Phoenix, AZ 850022439	NONE	PUBLIC CHARITY	SUPPORT	12,500
CYSTIC FIBROSIS FOUNDATION 2119 Scott Place Bakersfield, CA 93306	NONE	PUBLIC CHARITY	SUPPORT	500
HAR ZION RABBI 6140 E Thunderbird Rd Scottsdale, AZ 85254	NONE	PUBLIC CHARITY	SUPPORT	500
HEARD MUSEUM 2301 N Central Avenue Phoenix, AZ 85004	NONE	PUBLIC CHARITY	SUPPORT	2,000
HOOVER INSTITUTION Stanford University Stanford, CA 943056010	NONE	PUBLIC CHARITY	SUPPORT	1,000
HOSPICE OF THE VALLEY 1510 E Flower St Phoenix, AZ 85014	NONE	PUBLIC CHARITY	SUPPORT	3,500
JEWISH COMMUNITY CENTER 12701 N Scottsdale Rd Suite 206 SCottsdale, AZ 85254	NONE	PUBLIC CHARITY	SUPPORT	110,306
Total . . . . ▶ **3a**				970,586

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
JEWISH FEDERATION OF GREATER PHOENIX 12701 N Scottsdale Rd Suite 206 SCottsdale, AZ 85254	NONE	PUBLIC CHARITY	SUPPORT	300,000
JEWISH NATIONAL FUND 1645 E Missouri Ave Suite 110 Phoenix, AZ 85016	NONE	PUBLIC CHARITY	SUPPORT	10,000
JUVENILE DIABETES FOUNDATION 4343 E Camelback Rd Ste 230 Phoenix, AZ 85018	NONE	PUBLIC CHARITY	SUPPORT	1,000
MICHLELET MEVASERET 2 Keri Street New Hempstead, NY 10977	NONE	PUBLIC CHARITY	SUPPORT	25,000
PHOENIX ART MUSEUM 1625 N Central Avenue Phoenix, AZ 850041685	NONE	PUBLIC CHARITY	SUPPORT	7,500
PHOENIX HEBREW ACADEMY 515 E Bethany Home Road Phoenix, AZ 85012	NONE	PUBLIC CHARITY	SUPPORT	2,000
RED MOUNTAIN ACADEMY 1040 E Osborn Rd Suite 202 Phoenix, AZ 85014	NONE	PUBLIC CHARITY	SUPPORT	1,000
RYAN HOUSE PO Box 16234 Phoenix, AZ 850116234	NONE	PUBLIC CHARITY	SUPPORT	5,000
SHAKTI RISING PO Box 4428 San Diego, CA 921644428	NONE	PUBLIC CHARITY	SUPPORT	1,000
SIMON WIESENTHAL CENTER 1399 S Roxbury Drive Los Angeles, CA 900354709	NONE	PUBLIC CHARITY	SUPPORT	5,000
ST VINCENT DE PAUL FREE MEDICAL CLINIC PO Box 13600 Phoenix, AZ 850023600	NONE	PUBLIC CHARITY	SUPPORT	5,000
THE AMERICAN JEWISH COMMITTEE 165 E 56th Street New York, NY 10022	NONE	PUBLIC CHARITY	SUPPORT	5,000
THE FALLEN FIRE FIGHTERS 1900 E Warner Ave G Santa Ana, CA 92705	NONE	PUBLIC CHARITY	SUPPORT	5,000
THE PHOENIX SYMPHONY 455 N 3rd Street Suite 390 Phoenix, AZ 85004	NONE	PUBLIC CHARITY	SUPPORT	10,000
THE WELLNESS COMMUNITY 360 E Palm Lane Phoenix, AZ 85004	NONE	PUBLIC CHARITY	SUPPORT	1,000
Total . . . . ▶ **3a**				970,586

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
TZEDAKAH FUND INC PO Box 9806 Phoenix, AZ 85068	NONE	PUBLIC CHARITY	SUPPORT	2,000
UMOM NEW DAY CENTERS 3320 E Van Buren Phoenix, AZ 85008	NONE	PUBLIC CHARITY	SUPPORT	50,000
UNITED PHOENIX FIRE FIGHTERS ASSN 61 E Columbus Ave Phoenix, AZ 85014	NONE	PUBLIC CHARITY	SUPPORT	50,000
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 Raoul Wallenberg Place SW Washington, DC 200242150	NONE	PUBLIC CHARITY	SUPPORT	50,000
YESHIVA TORAS CHAIM 1555 Stuart Street Denver, CO 80204	NONE	PUBLIC CHARITY	SUPPORT	5,000
YESHIVAH OF FLATBUSH 919 E 10th Street Brooklyn, NY 11230	NONE	PUBLIC CHARITY	SUPPORT	53,600
YOUNG ISRAEL OF PHOENIX 745 E Maryland Ste 120 Phoenix, AZ 85014	NONE	PUBLIC CHARITY	SUPPORT	5,000
Total . . . . ▶ **3a**				970,586

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
1 Program service revenue	**(a)** Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	832	
4 Dividends and interest from securities			14	596,700	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-33,462	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue **a**					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		564,070	0

13 Total. Add line 12, columns (b), (d), and (e) **13** 564,070

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See the instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting organization to a noncharitable exempt organization of			
	(1) Cash	**1a(1)**		No
	(2) Other assets	**1a(2)**		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
	(4) Reimbursement arrangements	**1b(4)**		No
	(5) Loans or loan guarantees	**1b(5)**		No
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**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 organization 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) of the Code (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

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 or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee

2010-02-11
Date

Title

Paid Preparer's Use Only

Preparer's Signature Deloitte Tax LLP

Date

Check if self-employed ☐

Preparer's SSN or PTIN (See **Signature** in the instructions)

Firm's name (or yours if self-employed), address, and ZIP code

DELOITTE TAX LLP
2901 N CENTRAL AVENUE SUITE 1200
PHOENIX, AZ 850122799

EIN

Phone no (602) 234-5100

TY 2008 Accounting Fees Schedule

Name: WILLIAM S & INA LEVINE FOUNDATION INC

EIN: 86-0866703

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,850	4,850		0
ACCOUNTING FEES	3,600	3,600		0

TY 2008 Investments Corporate Bonds Schedule

Name: WILLIAM S & INA LEVINE FOUNDATION INC

EIN: 86-0866703

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PUTNAM CORPORATE BOND	102,361	49,563

TY 2008 Investments Corporate Stock Schedule

Name: WILLIAM S & INA LEVINE FOUNDATION INC

EIN: 86-0866703

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERISOURCEBERGEN CORP	56,179	46,636
BARRICK GOLD CORP	43,585	54,416
AFFILIATED COMPUTER SVCS CL-A	18,070	16,313
ANALOG DEVICES INC	89,538	66,493
AES CORP	93,850	40,499
AGERE SYSTEMS INC	805	0
ALCATEL-LUCENT	3,933	726
AUTONATION INC	14,414	11,068
ARBITRON INC	4,020	1,812
AIRGAS INC	37,254	36,724
ASCENT MEDIA CORPORATION	0	839
AVAYA INC	1,760	0
AVALONBAY COMMUNITIES INC	47,803	23,178
BANK OF AMERICA CORPORATION	52,496	11,439
BARD C R INC COM	114,965	97,012
BAKER HUGHES INC	36,658	19,569
BP AMOCO P L C SPONS ADR	136,543	98,555
BOSTON SCIENTIFIC CORP COM	20,728	11,618
BLYTH INDUSTRIES INC	40,367	15,808
ANHEUSER BUSCH INC	53,851	0
CITIGROUP INC	36,823	2,660
CHUBB CORP	24,274	18,477
CITADEL BROADCASTING	0	1
CERIDIAN CORP	10,520	0
COMCAST CORP CLA A	28,987	14,266
CAMPBELL SOUP CO	23,864	17,076
CARAUSTAR INDUSTRIES INC	7,749	184
CSS INDS INC	21,312	11,648
CTM MEDIA HOLDING A	0	0
CTM MEDIA HOLDING B	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COVANCE INC	9,776	6,723
QUEST DIAGNOSTICS INC	17,060	16,815
D.R. HORTON INC	29,463	10,039
DISNEY (WALT) CO	6,542	4,626
DISCOVERY COMM INC CMN A	0	6,668
DISCOVERY HOLDINGS CORP	9,266	0
DISCOVERY COMM IN CMN C	0	6,189
DENDRITE INTERNATIONAL	24,551	0
DEUTSCHE TELEKOM AG SPON ADR	90,527	58,429
ENTERTAINMENT DISTRIBUTION	2,823	628
EMMIS BROADCASTING CORP CL A	574	25
FIFTH 3RD BANCORP	34,278	5,955
FRESENIUS MEDICAL CARE ADR	25,326	22,793
GLENAYRE TECHNOLOGIES INC	0	0
CORNING INC	37,973	26,901
GEMSTAR-TV GUIDE INTL GROUP	8,458	0
HARRAH'S ENTERTAINMENT	41,061	0
HEALTHSOUTH CORP	7,198	3,611
HEALTH MGMT ASSOC INC	46,431	13,276
IDT CORP	22,629	996
IDT CORP CL B	23,394	907
INTERMEC	4,473	2,193
JDS UNIPHASE CORP	13,796	4,145
JP MORGAN CHASE	21,786	17,195
KADANT INC	603	335
KIMBERLY-CLARK CORP	1,598	1,245
COCA-COLA CO	23,585	23,744
LIBERTY GLOBAL CL A	8,205	4,035
LIBERTY GLOBAL	8,087	4,049
LIBERTY MEDIA HOLDING CLASS A	27,009	4,125

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LIBERTY MEDIA HOLDING	33,591	8,714
LIBERTY ENTERTAINMENT	0	28,702
LSI LOGIC	0	393
MICROSOFT CORP	16,102	11,615
MACROVISION	0	6,545
NABORS INDS INC	40,396	0
NCR CORP	4,235	1,063
NORTHROP GRUMMAN COR	29,873	21,191
PETSMART INC	9,255	6,351
PROCTER & GAMBLE CO	32,712	26,593
PIPER JAFFRAY INC	3,228	1,767
PHARMERICA CORPORATION	0	1,824
RARE HOSPITALITY INTERNATIONAL INC	37,792	0
RESPIRONICS INC	129,709	0
ROVI CORPORATION	0	0
TRANSOCEAN SEDCO FOREX INC	201,173	0
BOSTON BEER COMPANY INC A	66,610	51,735
SEALED AIR CORP NEW	31,087	19,770
JMSMUCKER CO NEW	433	362
SMART & FINAL INC	7,837	0
SPSS INC	18,555	22,224
ST PAUL TRAVELERS COS INC	2,549	0
AT & T CORP	26,018	18,593
TERADATA CORP	0	2,138
TELEPHONE & DATA SYS INC	13,747	7,941
TELEPHONE & DATA SYS INC-SPECIAL SHARES TDS.S	12,628	7,645
THERMO ELECTRON CORP	11,848	10,194
TRAVELERS COS	0	1,992
UBS	37,673	9,875
RTS/UBS AG	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNIVERSAL HLTH SVCS	112,004	111,618
US BANCORP NEW	118,358	66,739
VIASYS HEALTHCARE INC	1,283	0
WACHOVIA CORP	46,965	0
WELLS FARGO & CO NEW	47,932	38,811
WAL-MART STORES INC	47,425	50,785
WESTAR ENERGY INC	9,580	6,480
WHITNEY HLDG CORP	11,310	4,418
TEJON STOCK	288,050	179,830
MAUI STOCK	27,800	6,960
CBS STOCK	16,864	18,243
VIACOM CLASS B STOCK	3,679,933	1,884,450

TY 2008 Investments - Other Schedule

Name: WILLIAM S & INA LEVINE FOUNDATION INC

EIN: 86-0866703

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PACIFIC ALGERS LLC	AT COST	5,497	5,497
PACIFIC MARINA COVES LLC	AT COST	166,369	166,369

TY 2008 Other Decreases Schedule

Name: WILLIAM S & INA LEVINE FOUNDATION INC

EIN: 86-0866703

Description	Amount
FEDERAL INCOME TAX	96,024

TY 2008 Other Expenses Schedule

Name: WILLIAM S & INA LEVINE FOUNDATION INC

EIN: 86-0866703

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES & EXPENSES	135	135		0
BAD DEBT EXPENSE - MORTGAGES	195,899	195,899		0

TY 2008 Other Increases Schedule

Name: WILLIAM S & INA LEVINE FOUNDATION INC

EIN: 86-0866703

Description	Amount
BOOK - TAX GAIN DIFFERENCE	884,151

TY 2008 Substantial Contributors Schedule

Name: WILLIAM S & INA LEVINE FOUNDATION INC

EIN: 86-0866703

Name	Address
LEVINE INVESTMENTS LIMITED PARTNERS	1702 E HIGHLAND AVE STE 310 PHOENIX, AZ 85016