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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
2009

For calendar year 2009, or tax year beginning 01-01-2009 , and ending 12-31-2009

G

Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation JUNE ROCKWELL LEVY FOUNDATION Incorporated		A Employer identification number 04-6074284		
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 20 OAK STREET		B Telephone number (see page 10 of the instructions) (978) 927-0088		
	City or town, state, and ZIP code BEVERLY FARMS, MA 01915		C If exemption application is pending, check here ☐		
			D 1. Foreign organizations, 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			2. Foreign organizations meeting the 85% test, check here and attach computation ☐		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 23,539,696		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)		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 ☐	

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 page 11 of 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	92,988	92,988		
	4 Dividends and interest from securities.	402,987	402,987		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-1,553,457			
	b Gross sales price for all assets on line 6a 10,448,572				
	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				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 17,790	17,790		
	12 Total. Add lines 1 through 11	-1,039,692	513,765		
	13 Compensation of officers, directors, trustees, etc	31,200	0		31,200
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	 1,637	0		1,637
	b Accounting fees (attach schedule)	 8,952	4,476		4,476
	c Other professional fees (attach schedule)	 78,731	72,731		6,000
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	 250	0		250
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	6,998	0		6,998
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 3,505	0		3,505
	24 Total operating and administrative expenses. Add lines 13 through 23	131,273	77,207		54,066
	25 Contributions, gifts, grants paid	1,037,000			1,037,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,168,273	77,207		1,091,066
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,207,965			
	b Net investment income (if negative, enter -0-)		436,558		
	c Adjusted net income (if negative, enter -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	11,790	474,430	474,430
	2	Savings and temporary cash investments	515,320	819,598	833,601
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of 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			
	10a	Investments—U S and state government obligations (attach schedule)	895,687	☒ 695,249	734,632
	b	Investments—corporate stock (attach schedule)	8,423,473	☒ 5,175,097	5,988,807
	c	Investments—corporate bonds (attach schedule).	1,194,775	☒ 496,153	533,930
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	13,035,982	☒ 14,208,535	14,974,296
	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)	24,077,027	21,869,062	23,539,696	
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	24,077,027	21,869,062	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see page 17 of the instructions)	24,077,027	21,869,062	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	24,077,027	21,869,062		

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	24,077,027
2	Enter amount from Part I, line 27a	2	-2,207,965
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	21,869,062
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	21,869,062

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			(I) 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	-1,553,457
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 pages 13 and 17 of 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 page 18 of 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))
2008	1,363,117	26,702,692	0 051048
2007	1,566,068	30,124,467	0 051987
2006	1,403,046	27,692,271	0 050666
2005	1,367,754	26,747,902	0 051135
2004	1,319,935	26,538,568	0 049736

2	Total of line 1, column (d).	2	0 254572
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 050914
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	21,177,670
5	Multiply line 4 by line 3.	5	1,078,240
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,366
7	Add lines 5 and 6.	7	1,082,606
8	Enter qualifying distributions from Part XII, line 4.	8	1,091,066

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	4,366
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	4,366
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	4,366
6		Credits/Payments			
a		2009 estimated tax payments and 2008 overpayment credited to 2009	6a	25,426	
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	25,426
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	21,060
11		Enter the amount of line 10 to be Credited to 2010 estimated tax ☒ 21,060	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			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 page 19 of the instructions) ☒ MA, CT			
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? 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		No

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).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of Jonathan B Loring President Telephone no (978) 927-0088 Located at 20 OAK STREET BEVERLY FARMS MA ZIP+4 01915			
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 page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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 2009?.	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?. 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 page 20 of 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 2009 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 2009.).	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 2009?	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 page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
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 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 page 22 of 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
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of 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 page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FIDUCIARY TRUST COMPANY	INVESTMENT ADV & ADMIN EXP	72,731
175 FEDERAL STREET		
BOSTON,MA 02110		
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 page 23 of 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 page 24 of 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	20,403,329
b	Average of monthly cash balances.	1b	1,096,844
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	21,500,173
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	21,500,173
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	322,503
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,177,670
6	Minimum investment return. Enter 5% of line 5.	6	1,058,884

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	1,058,884
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	4,366
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,366
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,054,518
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,054,518
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,054,518

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	1,091,066
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	1,091,066
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	4,366
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,086,700
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 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7			1,054,518
2	Undistributed income, if any, as of the end of 2008			
a	Enter amount for 2008 only.		0	
b	Total for prior years 20____, 20____, 20____	0		
3	Excess distributions carryover, if any, to 2009			
a	From 2004.			
b	From 2005.			
c	From 2006.			
d	From 2007.181,747			
e	From 2008.38,816			
f	Total of lines 3a through e.220,563			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 1,091,066			
a	Applied to 2008, but not more than line 2a		0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)	0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0		
d	Applied to 2009 distributable amount.			1,054,518
e	Remaining amount distributed out of corpus	36,548		
5	Excess distributions carryover applied to 2009 (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	257,111		
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 page 27 of the instructions . . .	0		
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions		0	
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010			0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0		
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions).	0		
9	Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	257,111		
10	Analysis of line 9			
a	Excess from 2005. . . .			
b	Excess from 2006. . . .			
c	Excess from 2007. . . .181,747			
d	Excess from 2008. . . .38,816			
e	Excess from 2009. . . .36,548			

Part XIV

Private Operating Foundations (see page 27 of 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 2009, 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 page 27 of 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 foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of 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

JONATHAN B LORING
C/O FIDUCIARY TRUST 175 FEDERAL ST
BOSTON, MA 021102289
(617) 574-3426

b

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

APPLICATION SUMMARY ATTACHED

c

Any submission deadlines

NONE

d

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

MADE PREDOMINATELY TO NEW ENGLAND AND NORTHERN RI AREAS THE FOUNDATION DOES NOT MAKE GRANTS FOR RELIGIOUS PURPOSES

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 Paid during the year See Additional Data Table				
Total			3a	1,037,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2009)

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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.	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 foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) 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				
	*****			2010-02-23	
	Signature of officer or trustee			Date	
	*****			*****	
	Title			Title	
Paid Preparer's Use Only	Preparer's Signature 		DEBORAH A HOPKINS		Date
	Check if self-employed 		Preparer's identifying number (see Signature on page 30 of the instructions)		
	Firm's name (or yours if self-employed), address, and ZIP code		KAHN LITWIN RENZA & CO LTD 951 NORTH MAIN STREET PROVIDENCE, RI 02904		EIN 
Phone no (401) 274-2001					

Additional Data

Software ID: 09000028

Software Version: 2009.02060

EIN: 04-6074284

Name: JUNE ROCKWELL LEVY FOUNDATION Incorporated

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns 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)
1236 7148 SHS MLM INDEX FUND	P		2009-01-16
500 SHS AFLAC INC	P		2009-01-22
3000 SHS AUTODESK INC	P		2009-01-22
2000 SHS BANK OF AMERICA CORP	P		2009-01-22
2000 SHS CHURCH & DWIGHT INC	P		2009-01-22
2500 SHS CISCO SYSTEMS INC	P		2009-01-22
1750 SHS DIAGEO PLC SPON ADR	P		2009-01-22
10000 SHS EMC CORP	P		2009-01-22
1000 SHS EQUITABLE RESOURCES INC	P		2009-01-22
1000 SHS EXXON MOBIL CORP	P		2009-01-22
1000 SHS FASTENAL CO COM	P		2009-01-22
800 SHS GENENTECH INC	P		2009-01-22
1000 HARSCO CORP	P		2009-01-22
3250 SHS JOHNSON CONTROLS INC	P		2009-01-22
1500 SHS LOWES COS INC	P		2009-01-22
500 SHS MEDTRONIC INC	P		2009-01-22
1250 SHS METTLER-TOLEDO INTERNATIONAL INC	P		2009-01-22
500 SHS NOVARTIS AG SPON ADR	P		2009-01-22
1000 SHS PEPSICO INC	P		2009-01-22
1000 SHS PRECISION CASTPARTS CORP	P		2009-01-22
1800 SHS QUESTAR CORP	P		2009-01-22
1500 SHS STAPLES INC	P		2009-01-22
250 SHS STERICYCLE INC	P		2009-01-22
2500 SHS TEVA PHARMACEUTICALS INDS LTD ADR	P		2009-01-22
250 SHS UNITED TECHNOLOGIES CORP	P		2009-01-22
1000 SHS WELLS FARGO & CO	P		2009-01-22
200000 PAR VALUE GOLDMAN SACHS GROUP INC	P		2009-01-22
22935 78 SHS ABSOLUTE STRATEGIES FUND INST'L	P		2009-01-23
3782 148 SHS DIAMOND HILL LONG-SHORT FUND CL I	P		2009-01-23
15277 778 SHS LEUTHOLD ASSET ALLOCATION FUND INSTL CL	P		2009-01-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns 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)
150,000		109,840	40,160
11,530		24,266	-12,736
48,813		151,717	-102,904
11,642		93,330	-81,688
105,935		47,521	58,414
38,527		71,510	-32,983
90,562		104,017	-13,455
108,799		146,059	-37,260
34,255		32,707	1,548
78,411		2,093	76,318
32,285		37,109	-4,824
65,762		68,706	-2,944
26,302		52,814	-26,512
41,798		62,349	-20,551
30,633		28,581	2,052
16,471		20,935	-4,464
84,650		112,606	-27,956
22,662		25,566	-2,904
50,312		64,522	-14,210
60,501		103,721	-43,220
59,994		73,217	-13,223
25,128		12,313	12,815
12,135		10,009	2,126
106,802		74,826	31,976
12,241		11,002	1,239
16,002		19,405	-3,403
185,400		199,854	-14,454
200,000		242,202	-42,202
50,000		68,003	-18,003
110,000		175,236	-65,236

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns 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) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			40,160
			-12,736
			-102,904
			-81,688
			58,414
			-32,983
			-13,455
			-37,260
			1,548
			76,318
			-4,824
			-2,944
			-26,512
			-20,551
			2,052
			-4,464
			-27,956
			-2,904
			-14,210
			-43,220
			-13,223
			12,815
			2,126
			31,976
			1,239
			-3,403
			-14,454
			-42,202
			-18,003
			-65,236

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns 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)
8257 638 SHS HUSSMAN STRATEGIC GROWTH FUND	P		2009-01-23
5521 SHS BANK OF AMERICA CORP	P		2009-02-19
2200 SHS COSTCO WHOLESALE CORP	P		2009-02-19
2250 SHS DIAGEO PLC SPON ADR	P		2009-02-19
10000 SHS EMC CORP	P		2009-02-19
250 SHS FASTENAL CO	P		2009-02-19
600 SHS HARSCO CORP	P		2009-02-19
5550 JOHNSON CONTROLS INC	P		2009-02-19
3500 SHS NOVARTIS AG SPON ADR	P		2009-02-19
350 SHS PRECISION CASTPARTS CORP	P		2009-02-19
1400 SHS EXPEDITORS INT'L OF WASHINGTON INC	P		2009-03-20
1000 SHS UNITED TECHNOLOGIES CORP	P		2009-03-20
7344 SHS SIMON PROPERTY GROUP INC	P		2009-03-31
29951 515 SHS DIAMOND HILL LONG-SHORT FUND CL I	P		2009-04-03
7712 637 SHS LEUTHOLD CORE INVESTMENT FUND INSTL CL	P		2009-04-06
29301 197 SHS LEUTHOLD ASSET ALLOCATION FUND INSTL CL	P		2009-04-06
5000 SHS AUTODESK INC	P		2009-04-17
4500 SHS PEABODY ENERGY CORP	P		2009-04-17
2100 SHS EQT CORP	P		2009-04-17
3000 SHS MEDTRONIC INC	P		2009-04-17
1000 SHS PRAXAIR INC	P		2009-04-17
1900 SHS STAPLES INC	P		2009-04-17
5331 302 SHS HUSSMAN STRATEGIC GROWTH FUND	P		2009-04-03
500 SHS COLGATE-PALMOLIVE CO	P		2009-05-22
2100 SHS CVS CAREMARK CORP	P		2009-05-22
1900 SHS PEPSICO INC	P		2009-05-22
400 SHS PROCTER & GAMBLE CO	P		2009-05-22
3200 SHS VANGUARD TELECOM SERVICE ETF	P		2009-05-22
9345 794 SHS VANGUARD GNMA FUND ADMIRAL SHS	P		2009-05-27
METROPOLITAN REAL ESTATE PARTNERS GLOBAL LLC	P		2009-07-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns 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)
100,000		129,975	-29,975
21,477		245,522	-224,045
93,959		118,162	-24,203
113,487		133,737	-20,250
111,002		146,059	-35,057
8,113		9,277	-1,164
13,827		31,688	-17,861
66,836		106,474	-39,638
143,522		178,967	-35,445
22,294		36,302	-14,008
38,614		65,416	-26,802
41,401		44,009	-2,608
29		33	-4
391,167		537,991	-146,824
96,794		139,368	-42,574
211,848		336,085	-124,237
91,036		249,688	-158,652
112,399		185,826	-73,427
72,407		68,683	3,724
95,836		125,610	-29,774
68,757		81,574	-12,817
39,216		15,596	23,620
70,000		83,915	-13,915
32,238		37,156	-4,918
62,645		84,293	-21,648
98,315		122,592	-24,277
21,449		25,496	-4,047
149,406		217,251	-67,845
99,626		100,000	-374
423		28	395

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns 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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-29,975
			-224,045
			-24,203
			-20,250
			-35,057
			-1,164
			-17,861
			-39,638
			-35,445
			-14,008
			-26,802
			-2,608
			-4
			-146,824
			-42,574
			-124,237
			-158,652
			-73,427
			3,724
			-29,774
			-12,817
			23,620
			-13,915
			-4,918
			-21,648
			-24,277
			-4,047
			-67,845
			-374
			395

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns 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)
4400 SHS AFLAC INC	P		2009-06-03
300 SHS COCA-COLA CO	P		2009-06-19
200 SHS CHURCH & DWIGHT INC	P		2009-06-19
300 SHS COLGATE-PALMOLIVE CO	P		2009-06-19
500 SHS CVS CAREMARK CORP	P		2009-06-19
7000 SHS ISHARES MSCI EMERGING MKT INDEX FUND	P		2009-06-19
400 SHS QUESTAR CORP	P		2009-06-19
300 SHS PROCTER & GAMBLE CO	P		2009-06-19
6200 SHS DENTSPLY INTERNATIONAL INC	P		2009-06-19
64825 351 SHS ARTIO INTERNATIONAL EQUITY II CL I	P		2009-06-22
10500 SHS HCP INC	P		2009-06-22
1702 SH SIMON PROPERTY GROUP INC	P		2009-06-30
2100 SHS WELLS FARGO & CO	P		2009-07-17
1000 SHS STATE STREET CORP	P		2009-07-17
2050 SHS FASTENAL CO	P		2009-07-17
7757 952 SHS THOMAS WHITE INTERNATIONAL FUND	P		2009-07-31
3717 472 SHS OAKMARK INTERNATIONAL FUND CL I	P		2009-07-20
3219 575 SHS ALLIANZ NFJ INTL VALUE FUND	P		2009-07-31
400 SHS C R BARD INC	P		2009-08-25
300 SHS BECTON DICKINSON & CO	P		2009-08-25
300 SHS ENTERGY CORP (NEW)	P		2009-08-25
1800 SHS PROCTER & GAMBLE CO	P		2009-08-25
1000 SHS PUBLIC STORAGE	P		2009-08-25
3300 SHS EQUITY RESIDENTIAL SH BEN INT	P		2009-08-25
3000 SHS ISHARES RUSSELL 2000 VALUE INDEX FUND	P		2009-08-25
1200 SHS EXXON MOBIL CORP	P		2009-08-25
3500 SHS REGENCY CENTERS CORP	P		2009-08-25
2300 SHS THERMO FISHER SCIENTIFIC INC	P		2009-08-25
2200 SHS WISDOMTREE INT'L SMALLCAP DIV FUND	P		2009-08-25
8400 SHS ALLIANZ NFJ INTL VALUE FUND	P		2009-08-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns 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)
162,707		213,541	-50,834
14,766		13,011	1,755
10,606		4,752	5,854
21,369		22,293	-924
15,895		20,070	-4,175
223,467		154,700	68,767
13,365		16,270	-2,905
15,291		19,122	-3,831
185,937		202,588	-16,651
658,626		811,924	-153,298
214,362		252,868	-38,506
9		9	0
52,536		40,751	11,785
47,709		68,016	-20,307
67,674		76,074	-8,400
100,000		125,369	-25,369
50,000		87,770	-37,770
50,000		66,355	-16,355
31,296		32,567	-1,271
20,792		20,319	473
24,666		20,196	4,470
96,017		114,734	-18,717
70,838		57,898	12,940
91,846		141,966	-50,120
166,198		152,102	14,096
85,547		2,513	83,034
114,848		100,612	14,236
105,763		71,364	34,399
93,923		157,096	-63,173
144,144		173,124	-28,980

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns 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) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-50,834
			1,755
			5,854
			-924
			-4,175
			68,767
			-2,905
			-3,831
			-16,651
			-153,298
			-38,506
			0
			11,785
			-20,307
			-8,400
			-25,369
			-37,770
			-16,355
			-1,271
			473
			4,470
			-18,717
			12,940
			-50,120
			14,096
			83,034
			14,236
			34,399
			-63,173
			-28,980

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns 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)
87890 625 VANGUARD HIGH-YIELD CORPORATE FD ADMIRAL	P		2009-08-26
6430 868 SHS OAKMARK INTERNATIONAL FUND CL I	P		2009-08-26
10452 962 SHS THOMAS WHITE INTERNATIONAL FUND	P		2009-08-26
500 SHS CHURCH & DWIGHT INC	P		2009-09-18
500 SHS COCA-COLA CO	P		2009-09-18
500 SHS APACHE CORP	P		2009-09-21
0742 SH SIMON PROPERTY GROUP INC	P		2009-09-29
MLM INDEX FUND LEV SER D COST ADJ	P		2009-10-28
300 SHS COLGATE-PALMOLIVE CO	P		2009-11-02
700 SHS CVS CAREMARK CORP	P		2009-11-02
1500 SHS LOWES COS INC	P		2009-11-02
500 SHS PEPSICO INC	P		2009-11-02
1100 SHS PRAXAIR INC	P		2009-11-02
1400 SHS STAPLES INC	P		2009-11-02
900 SHS QUESTAR CORP	P		2009-11-02
400 SHS APACHE CORP	P		2009-12-22
3700 SHS CVS CAREMARK CORP	P		2009-12-22
700 SHS ENTERGY CORP (NEW)	P		2009-12-22
1900 SHS EXPEDITORS INT'L OF WASHINGTON INC	P		2009-12-22
2000 SHS EXPRESS SCRIPTS INC	P		2009-12-22
700 SHS EXXON MOBIL CORP	P		2009-12-22
2300 SHS S&P NORTH AMERICAN TECH SOFTWARE INDX FD	P		2009-12-22
400 SHS NATIONAL OILWELL VARCO INC	P		2009-12-22
700 SHS PETROLEO BRASILEIRO SA SPON ADR	P		2009-12-22
600 SHS SEMPRA ENERGY	P		2009-12-22
700 SHS TEVA PHARMACEUTICAL INDS LTD ADR	P		2009-12-22
7800 SHS ISHARES RUSSELL 2000 VALUE INDEX FUND	P		2009-12-22
182 SHS INTERNATIONAL BUSINESS MACHINES	P		2009-12-22
10500 SHS WISDOMTREE INT'L SMALLCAP DIV FUND	P		2009-12-29
2754 SH SIMON PROPERTY GROUP INC	P		2009-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns 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)
445,500		412,038	33,462
100,000		151,833	-51,833
150,000		168,920	-18,920
28,205		11,880	16,325
26,715		21,685	5,030
46,949		30,672	16,277
5		5	0
180,630			180,630
23,499		22,294	1,205
24,834		28,097	-3,263
29,196		28,580	616
30,213		32,261	-2,048
87,632		89,732	-2,100
30,420		11,492	18,928
35,733		36,608	-875
41,420		24,537	16,883
119,101		148,515	-29,414
57,954		47,123	10,831
66,753		88,777	-22,024
175,992		133,810	42,182
47,978		1,466	46,512
106,579		114,433	-7,854
17,496		11,742	5,754
32,150		23,967	8,183
33,468		25,160	8,308
39,033		20,258	18,775
455,933		388,192	67,741
23,640		23,387	253
474,426		589,945	-115,519
23		21	2

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns 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) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			33,462
			-51,833
			-18,920
			16,325
			5,030
			16,277
			0
			180,630
			1,205
			-3,263
			616
			-2,048
			-2,100
			18,928
			-875
			16,883
			-29,414
			10,831
			-22,024
			42,182
			46,512
			-7,854
			5,754
			8,183
			8,308
			18,775
			67,741
			253
			-115,519
			2

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns 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)
METROPOLITAN REAL ESTATE PARTNERS GLOBAL LLC	P		2009-01-22
2000 SHS GENENTECH INC (NEW)	P		2009-03-26
Capital Gains Dividends	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns 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)
		53	-53
190,000		171,763	18,237
1,223			1,223

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns 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	
			-53
			18,237
			1,223

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MR JAMES K EDWARDS	Trustee 1 00	3,000	0	0
2 THAYER STREET PROVIDENCE, RI 02906				
mr paul f greene	Secretary 2 00	4,800	0	0
80 west reach drive jamestown, RI 02835				
mr francis l lanctot	trustee 1 00	600	0	0
1566 mendon road woonsocket, RI 02895				
mr raymond g leveille jr	trustee 1 00	3,600	0	0
2669 post road warwick, RI 02886				
mr jonathan b loring	President 2 00	6,000	0	0
502 Hale Street Prides Crossing, MA 01965				
mr raymond n menard	trustee 1 00	3,600	0	0
225 central st harrisville, RI 02830				
mr thomas h quill jr	trustee 1 00	3,600	0	0
126 taber ave pROVIDENCE, RI 02906				
nancy b smith	Treasurer 1 00	2,400	0	0
20 eden avenue west newton, MA 02465				
KAREN DELPONTE	Trustee 1 00	3,600	0	0
311 PROMENADE STREET PROVIDENCE, RI 02908				

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 Paid during the year				
ADOPTION RHODE ISLAND2 BRADFORD STREET PROVIDence,RI 02903	NONE	Public Charity	Operating Support	9,000
all childrens' theatre ensemble255 main street 201 pawtUCKET,RI 02860	nONE	public Charity	literary/Arts	3,500
AMERICAN-FRENCH GENEALOGICAL SOCIETY78 EARLE STREET WOONSOCKET,RI 02895	NONE	Public Charity	EDUCATIONAL	10,000
BIG BROTHERS OF RHODE ISLAND 845 Oaklawn Avenue Suite 2 cranston,RI 02920	NONE	Public Charity	operating Support	2,000
big sisters of rhode island1540 pontiac avenue cranSTON,RI 02920	nONE	public Charity	operating Support	4,000
blackstone academy charter school 334 pleasant street pawTUCKET,RI 02860	nONE	public Charity	eDUCATIONAL	3,000
BLACKSTONE VALLEY ADVOCACY CENTERPO Box 5643 pawtucket,RI 02862	NONE	Public Charity	operating Support	3,500
BOSTON SYMPHONY ORCHESTRA INCSYMPHONY Hall Boston,MA 02115	NONE	Public Charity	operating Support	10,000
BOYS & GIRLS CLUB OF PAWTUCKETONE MOELLER PLACE PAWTUCKET,RI 02860	NONE	Public Charity	CHARITABLE	5,000
BOYS & GIRLS CLUB OF PROVIDENCE1 Camp Davis Road Charlestown,RI 02813	NONE	Public Charity	operating Support	7,500
BOYS SCOUTS OF AMERICA - NARRAGANSETT COUNCIL10 RISHO AVENUE EAST Providence,RI 02914	NONE	Public Charity	CHARITABLE	15,000
BRADLEY HOSPITAL FOUNDATION 1011 Veterans Memorial Park Riverside,RI 02915	NONE	Public Charity	operating Support	50,000
BROWN UNIVERSITYPO BOX 1877 PROVIDENCE,RI 02912	NONE	Public Charity	EDUCATIONAL	75,000
BURrillville HIGH SCHOOL425 EAST AVENUE HARRisVILLE,RI 02830	NONE	Public Charity	EDUCATIONAL	2,000
burrillville town of105 harrisville main street harrisVILLE,RI 02830	nONE	public Charity	eDUCATIONAL	60,000
Total  3a				1,037,000

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 Paid during the year				
CAMP RUGGLES113 Stone Dam Road North Scituate, RI 02857	NONE	Public Charity	scholarships	14,000
CARITAS INC166 PAWTUCKET AVENUE PAWTUCKET, RI 02860	NONE	Public Charity	CHARITABLE	7,000
CENTRAL FALLS FAMILY SELF-SUFFICIENCY FOUNDATION4 School Street Central Falls, RI 02863	NONE	Public Charity	operating Support	4,000
CHAMBER EDUCATION FOUNDATION3296 POST ROAD WARWICK, RI 02886	NONE	Public Charity	CHARITABLE	10,000
CHILDHOOD LEAD ACTION PROJECT421 ELMWOOD AVENUE PROVIDENCE, RI 02907	NONE	Public Charity	CHARITABLE	5,000
CITY YEAR RHODE ISLAND77 EDDY STREET 2ND FLOOR PROVIDENCE, RI 02903	NONE	Public Charity	CHARITABLE	5,000
common cause-ri education fund245 waterman street suite 400a proVIDENCE, RI 02906	nONE	public Charity	edUCATIONAL	5,000
COMMUNITY MUSIC WORKS1392 Westminster Street Providence, RI 02909	NONE	Public Charity	operating Support	5,000
COMMUNITY PREPARATORY SCHOOL126 Somerset Street Providence, RI 02907	NONE	Public Charity	EDUCATIONAL	20,000
Crossroads160 BROAD STREET PROVIDENCE, RI 02903	nONE	public Charity	operating Support	10,000
Day One100 Medway St Providence, RI 02906	nONE	public Charity	medical research	5,000
DORCAS PLACE220 Elmwood Avenue Providence, RI 02907	NONE	Public Charity	operating Support	14,000
EDUCATION IN ACTION321 HARBOURSIDE BOULEVARD PRovidence, RI 02905	NONE	Public Charity	EDUCATIONAL	5,000
ELIZABETH BUFFUM CHACE HOUSE PO BOX 9476 WARWICK, RI 02889	NONE	Public Charity	CHARITABLE	5,000
EVERETT DANCE THEATRECARRIAGE HOUSE9 DUNCAN AVENUE PROvidence, RI 02906	NONE	Public Charity	Literary/Arts	5,000
Total  3a				1,037,000

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 Paid during the year				
family service of rhode islandPO Box 6688 providence,RI 02940	nONE	Public Charity	capital improvements	15,000
festival ballet providence825 Hope Street providence,RI 02906	nONE	Public Charity	operating Support	10,000
FIRST WORKS PROVIDENCE270 Westminster St providence,RI 02903	nONE	Public Charity	operating Support	10,000
girl scouts of rhode island inc125 charles street providENCE,RI 02904	nONE	public Charity	chaRITABLE	7,500
hamilton house276 Angell Street Providence,RI 02906	nONE	Public Charity	operating Support	9,000
HOME AND HOSPICE CARE OF RHODE ISLAND INC169 GEORGE STREET PAWTUCKET,RI 02860	NONE	Public Charity	CHARITABLE	10,000
in-sight45 Jefferson Blvd Warwick,RI 02888	nONE	Public Charity	operating Support	5,000
international house of rhode island8 Stimson Avenue Providence,RI 02906	nONE	Public Charity	capital improvements	5,500
international institute rhode island 645 Elmwood Avenue Providence,RI 02907	nONE	Public Charity	operating Support	10,000
junior achievement120 Waterman Street Suite 200 providence,RI 02906	nONE	Public Charity	operating Support	4,000
JUSTICE ASSISTANCE INC941 PARK AVENUE CRANSTON,RI 02910	NONE	Public Charity	CHARITABLE	5,000
Lincoln School301 Butler Ave Providence,RI 02906	nONE	public Charity	eDUCATIONAL	40,000
MEALS ON WHEELS OF RHODE ISLAND70 BATH STREET PProvidence,RI 02908	NONE	Public Charity	CHARITABLE	5,000
meeting street school667 Waterman Avenue East Providence,RI 02914	nONE	Public Charity	operating Support	12,000
Memorial Hospital of RI111 BREWSTER STREET PAWtUCKET,RI 02860	NONE	Public Charity	MEdical research	20,000
Total  3a				1,037,000

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 Paid during the year				
PHOENIX HOUSE164 WEST 74TH STREET NEW YORK, NY 10023	NONE	Public Charity	MEdical	10,000
providence black repertory company 276 westminstret street proviDENCE, RI 02903	nONE	public Charity	literary/Arts	3,500
PROVIDENCE CHILDREN'S MUSEUM100 South Street Providence, RI 02903	NONE	Public Charity	capital improvements	20,000
PROVIDENCE COMMUNITY LIBRARY441 PRAIRIE AVENUE PROVidence, RI 02905	NONE	Public Charity	Literary/Arts	10,000
PROVIDENCE PUBLIC LIBRARY150 EMPIRE STREET PROvidence, RI 02903	NONE	Public Charity	EDUCATIONAL	10,000
Providence Singers372 Wayland Ave Providence, RI 02906	nONE	public Charity	literary/Arts	2,000
Providence summerbridge216 hope street proVIDENCE, RI 02906	nONE	public Charity	edUCATIONAL	5,000
rhode island civic chorale & orchestra 33 Chestnut Providence, RI 02903	nONE	Public Charity	operating Support	3,000
rhode island community food bank200 Niantic Avenue Providence, RI 02907	nONE	Public Charity	operating Support	20,000
rhode island free clinic557 Broad Street Providence, RI 02907	nONE	Public Charity	operating Support	5,000
Rhode Island Zoological Society1000 Elmwood Ave Providence, RI 02907	nONE	public Charity	operating Support	5,000
ri foundation dentistry for handicapped (RIFDH)500 Prospect Street Pawtucket, RI 02860	nONE	Public Charity	operating Support	3,000
Samaritans2 MAGEE STREET PROVIDENCE, RI 02906	nONE	public Charity	operating Support	3,500
SANDRA FEINSTEIN-GAMM THEATRE172 exchange street PAWtUCKET, RI 02860	NONE	Public Charity	Literary/Arts	7,000
SARGENT REHABILITATION CENTER800 QUAKER LANE WARWICK, RI 02886	NONE	Public Charity	MEdical	7,500
Total ▶ 3a				1,037,000

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 Paid during the year				
SAVE THE BAY INC100 SAVE THE BAY DRIVE PROvidence,RI 02905	NONE	Public Charity	CHARITABLE	7,000
SHAPE UP RI150 CHESTNUT STREET PROvidence,RI 02903	NONE	Public Charity	MEdical	3,500
sophia academy977 Branch Avenue Providence,RI 02904	nONE	Public Charity	music curriculum support	7,000
st mary's home for children420 fruit hill ave north providence,RI 02911	nONE	public Charity	chARITABLE	7,000
Stadium Theatre Foundaton IncPO BOX 665 WOONSOCKET,RI 028950665	nONE	public Charity	literary/Arts	32,000
THE DUNN INSTITUTE16 BORINQUEN STREET PROvidence,RI 02903	NONE	Public Charity	EDUCATIONAL	3,500
the mcauley corporation622 Elmwood Ave PO Box 27009 Providence,RI 02907	nONE	Public Charity	operating Support	5,000
the pawtucket armory association172 exchange street pawtUCKET,RI 02860	nONE	public Charity	literary/Arts	5,000
the san miguel school12 Carter Street Providence,RI 02907	nONE	Public Charity	scholarships	20,000
THE VOLUNTEER CENTER OF RHODE ISLAND55 BRADFORD STREET SUITE 302 PROvidence,RI 02903	NONE	Public Charity	CHARITABLE	6,000
TIDES FAMILY SERVICES INC215 WASHINGTON STREET WEST WARWICK,RI 02893	NONE	Public Charity	MEdical	20,000
trinity repertory company201 Washington Street Providence,RI 02903	nONE	Public Charity	operating Support	15,000
united way of providence229 Waterman Street Unit 1 Providence,RI 02906	nONE	Public Charity	operating Support	110,000
urban collaborative accelerated program75 Carpenter Street Providence,RI 029033004	nONE	Public Charity	operating Support	8,000
VISITING NURSE CENTER OF GREATER RHODE ISLAND6 BLACKSTONE VALLEY LINCOLN,RI 02865	NONE	Public Charity	MEdical	25,000
Total ▶ 3a				1,037,000

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 Paid during the year				
WELLONE308 CALLAHAN ROAD NORTH KINGSTOWN,RI 02852	NONE	Public Charity	MEdical	35,000
Woonsocket YMCA18 FEDERAL STREET WOONsocket,RI 02895	nONE	public Charity	operating Support	15,000
WRNI FOUNDATIONONE UNion station PProvidence,RI 02903	NONE	Public Charity	CHARITABLE	17,000
ymca of greater providenceEast Side Mount Hope Providence,RI 02903	nONE	Public Charity	operating Support	20,000
YWCA OF NORTHERN RHODE ISLAND INC514 BLACKSTONE STREET WOonsocket,RI 02895	NONE	Public Charity	CHARITABLE	15,000
Total  3a				1,037,000

TY 2009 Accounting Fees Schedule

Name: JUNE ROCKWELL LEVY FOUNDATION Incorporated

EIN: 04-6074284

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CPA	8,952	4,476		4,476

**TY 2009 Investments Corporate
Bonds Schedule**

Name: JUNE ROCKWELL LEVY FOUNDATION Incorporated
EIN: 04-6074284

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Investment - Corporate bonds	496,153	533,930

**TY 2009 Investments Corporate
Stock Schedule**

Name: JUNE ROCKWELL LEVY FOUNDATION Incorporated
EIN: 04-6074284

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Investment - Corporate Stock	5,175,097	5,988,807

TY 2009 Investments - Other Schedule

Name: JUNE ROCKWELL LEVY FOUNDATION Incorporated

EIN: 04-6074284

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Investment - Bond Funds	FMV	3,620,884	3,973,207
Investment - Equity funds	FMV	4,512,519	5,424,291
Investment - REITs & Alt. Inv.	FMV	6,075,132	5,576,798

TY 2009 Legal Fees Schedule

Name: JUNE ROCKWELL LEVY FOUNDATION Incorporated

EIN: 04-6074284

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal	1,637	0		1,637

TY 2009 Other Expenses Schedule

Name: JUNE ROCKWELL LEVY FOUNDATION Incorporated

EIN: 04-6074284

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Meeting Expenses	3,505	0		3,505

TY 2009 Other Income Schedule

Name: JUNE ROCKWELL LEVY FOUNDATION Incorporated

EIN: 04-6074284

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
OTHER INVESTMENT INCOME - SETTLEMENTS	16,599	16,599	16,599
PARTNERSHIP DISTRIBUTION	1,191	1,191	1,191

TY 2009 Other Professional Fees Schedule

Name: JUNE ROCKWELL LEVY FOUNDATION Incorporated

EIN: 04-6074284

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Advisory FEES	72,731	72,731		0
consultation services	6,000	0		6,000

TY 2009 Taxes Schedule

Name: JUNE ROCKWELL LEVY FOUNDATION Incorporated

EIN: 04-6074284

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MA State Filing Fee	250	0		250