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

2010

For calendar year 2010, or tax year beginning , and ending

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation
LEVIN FAMILY FOUNDATION

A Employer identification number
31-1327847

Number and street (or P O box number if mail is not delivered to street address) 7812 MCEWEN ROAD
Room/suite 100

B Telephone number
937-223-1669

City or town, state, and ZIP code
DAYTON, OH 45459

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 20,987,535.

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

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))	(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	13,800.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	487,881.	485,801.		STATEMENT 1
	5a	Gross rents	3,500.	3,500.		STATEMENT 2
	b	Net rental income or (loss) 3,500.				
	6a	Net gain or (loss) from sale of assets not on line 10	93,211.			
	b	Gross sales price for all assets on line 6a 615,837.				
	7	Capital gain net income (from Part IV, line 2)		93,211.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	585.	585.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	598,977.	583,097.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	134,000.	0.		100,500.
	14	Other employee salaries and wages	58,880.	0.		58,880.
	15	Pension plans, employee benefits	6,196.	0.		5,120.
	16a	Legal fees STMT 4	22,053.	0.		21,858.
	b	Accounting fees STMT 5	38,752.	0.		19,376.
	c	Other professional fees STMT 6	111,263.	45,000.		201.
	17	Interest	46,382.	0.		0.
	18	Taxes STMT 7	46,454.	504.		15,138.
	19	Depreciation and depletion	52,964.	0.		
	20	Occupancy	61,151.	0.		0.
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 8	182,421.	12,071.		120,515.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	760,516.	57,575.		341,588.
	25	Contributions, gifts, grants paid	492,795.			492,795.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,253,311.	57,575.		834,383.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-654,334.			
	b	**Net investment income** (if negative, enter -0-)		525,522.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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12-07-10 LHA **For Paperwork Reduction Act Notice, see the Instructions.**

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	106,024.	101,636.	101,636.
	2	Savings and temporary cash investments	1,492,946.	363,013.	363,013.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 9	633,891.	513,265.	513,265.
	b	Investments - corporate stock STMT 10	7,491,220.	7,710,492.	11,361,872.
	c	Investments - corporate bonds STMT 11	3,886,558.	3,762,026.	4,083,603.
	11	Investments - land, buildings, and equipment basis ▶ 945,459.			
		Less accumulated depreciation ▶	830,820.	945,459.	951,009.
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	2,223,512.	2,627,416.	2,591,029.
	14	Land, buildings, and equipment basis ▶ 1,136,216.			
		Less accumulated depreciation STMT 13 ▶ 138,323.	976,631.	997,893.	997,893.
	15	Other assets (describe ▶ ARTWORK)	24,215.	24,215.	24,215.
	16	**Total assets** (to be completed by all filers)	17,665,817.	17,045,415.	20,987,535.
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	1,295,257.	1,276,550.	
	22	Other liabilities (describe ▶ STATEMENT 14)	14,995.	863.	
	23	**Total liabilities** (add lines 17 through 22)	1,310,252.	1,277,413.	
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	16,355,565.	15,768,002.	
	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**	16,355,565.	15,768,002.	
	31	**Total liabilities and net assets/fund balances**	17,665,817.	17,045,415.	

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	16,355,565.
2	Enter amount from Part I, line 27a	2	-654,334.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS ON INVESTMENTS	3	66,771.
4	Add lines 1, 2, and 3	4	15,768,002.
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	15,768,002.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	615,837.		522,569.	93,211.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				93,211.

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	93,211.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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))
2009	765,350.	16,946,355.	.045163
2008	1,359,111.	19,754,338.	.068801
2007	1,800,734.	24,228,136.	.074324
2006	1,455,462.	23,653,732.	.061532
2005	1,379,167.	23,163,006.	.059542

2 Total of line 1, column (d)	2	.309362
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	.061872
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	20,334,668.
5 Multiply line 4 by line 3	5	1,258,147.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,255.
7 Add lines 5 and 6	7	1,263,402.
8 Enter qualifying distributions from Part XII, line 4	8	834,383.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	10,510.
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	10,510.
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	10,510.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	9,760.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	12,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	21,760.
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	11,250.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶	11,250.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year? N/A	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		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.LEVINFAMILYFOUNDATION.ORG

14 The books are in care of ▶ KAREN LEVIN Telephone no ▶937-223-1669

Located at ▶7812 MCEWEN ROAD, DAYTON, OH ZIP+4 ▶45459

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 N/A

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 22 of the instructions)?	1b		X
	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 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	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 ▶ _____, _____, _____, _____			
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 2010 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 2010.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ 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 | | X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		199,000.	4,541.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DEBRA S FOX - 7812 MCEWEN ROAD, STE 100, DAYTON, OH 45459	GRANT MANAGER 40.00	56,000.	1,654.	0.

Total number of other employees paid over $50,000 ▶ 1

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
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 CELEBRATING LIFE & HEALTH EVENT HELD IN THE SPRING PROVIDED SEVERAL THOUSAND POOR AND MEDICALLY UNDERSERVED WITH A FREE TURKEY DINNER AND HEALTH SCREENINGS AND EDUCATION	79,179.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	17,434,673.
b	Average of monthly cash balances	1b	1,031,811.
c	Fair market value of all other assets	1c	2,177,849.
d	Total (add lines 1a, b, and c)	1d	20,644,333.
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	20,644,333.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	309,665.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,334,668.
6	**Minimum investment return.** Enter 5% of line 5	6	1,016,733.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	1,016,733.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	10,510.		
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	10,510.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,006,223.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,006,223.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,006,223.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	834,383.
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	834,383.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	834,383.

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

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Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					1,006,223.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0.	
b Total for prior years _____ , _____ , _____			0.		
3 Excess distributions carryover, if any, to 2010					
a From 2005	160,731.				
b From 2006	324,837.				
c From 2007	637,859.				
d From 2008	383,026.				
e From 2009					
f Total of lines 3a through e		1,506,453.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $	834,383.				
a Applied to 2009, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2010 distributable amount					834,383.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)		171,840.			171,840.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,334,613.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7		0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a		1,334,613.			
10 Analysis of line 9.					
a Excess from 2006	313,728.				
b Excess from 2007	637,859.				
c Excess from 2008	383,026.				
d Excess from 2009					
e Excess from 2010					

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a 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 foundation 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).)

NONE

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

NONE

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

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

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

SEE STATEMENT 16

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 STATEMENT # 18	NONE	PUBLIC CHARITY	GENERAL FUNDING	492,795.
Total			▶ 3a	492,795.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
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					
4 Dividends and interest from securities			14	487,881.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	3,500.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	585.	
8 Gain or (loss) from sales of assets other than inventory			18	93,211.	
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.		585,177.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 585,177.

(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 foundation's exempt purposes (other than by providing funds for such purposes).

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 foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ Karen Levin — Signature of officer or trustee

6/27/11 — Date

▶ Exec Dir./Secretary/Treu — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
EDSELL T. BURRIS		5/20/11		

Firm's name ▶ BURRIS & COMPANY CPAS, INC.

Firm's EIN ▶

Firm's address ▶ 4380 TONAWANDA TRAIL
DAYTON, OH 45430

Phone no. 937-427-1000

Form 990-PF (2010)

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization

LEVIN FAMILY FOUNDATION

Employer identification number

31-1327847

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

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

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.** **Schedule B (Form 990, 990-EZ, or 990-PF) (2010)**

Name of organization

LEVIN FAMILY FOUNDATION

Employer identification number

31-1327847

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ICNB 2705 FAR HILLS AVENUE DAYTON, OH 45419	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

LEVIN FAMILY FOUNDATION

Employer identification number

31-1327847

Part II Noncash Property (see instructions)

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

Name of organization

LEVIN FAMILY FOUNDATION

Employer identification number

31-1327847

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less for the year.** (Enter this information once. See instructions.) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

CONTINUATION FOR 990-PF, PART IV

LEVIN FAMILY FOUNDATION 31-1327847 PAGE 1 OF 1

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	JP MORGAN-SEE STMT # 17			
b	SCHWAB-PIMCO	P	07/28/09	12/01/10
c	SCHWAB-PIMCO		01/22/09	12/30/10
d	SCHWAB-PIMCO		07/28/09	09/28/10
e	LONG TERM GAIN/LOSS PER K-1	P		
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	190,558.		191,037.	-479.
b	175,000.		165,077.	9,923.
c	75,000.		70,778.	4,222.
d	102,000.		95,677.	6,323.
e				-57.
f	73,279.			73,279.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-479.
b				9,923.
c				4,222.
d				6,323.
e				-57.
f				73,279.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	93,211.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

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2010 DEPRECIATION AND AMORTIZATION REPORT

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Asset No.	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	OTHER														
78	BUILDING-STE 300			.000	HY	16	351,976.				351,976.			0.	
79	BUILDING-STE 400			.000	HY	16	323,987.				323,987.			0.	
80	LAND-SUITE 300		L		HY		127,745.				127,745.			0.	
81	LAND-SUITE 400		L		HY		140,301.				140,301.			0.	
82	LAND-GERMANTOWN		L		HY		1,450.				1,450.			0.	
	* 990-PF PG 1 TOTAL OTHER						945,459.				945,459.	0.		0.	0.
	FURNITURE & FIXTURES														
4	TABLE	05/09/01	SL	7.00	HY	16	234.				234.	231.		0.	231.
6	AIR PURIFIER	08/23/01	SL	7.00	HY	16	100.				100.	100.		0.	100.
12	AED	10/03/03	SL	7.00	HY	16	2,500.				2,500.	2,231.		269.	2,499.
13	OFFICE FURNITURE	09/09/03	SL	7.00	HY	16	5,600.				5,600.	5,067.		533.	5,600.
16	CAMERA	06/28/03	SL	5.00	HY	16	1,396.				1,396.	1,396.		0.	1,396.
20	APPLIANCES	05/16/04	SL	7.00	HY	16	1,200.				1,200.	955.		171.	1,126.
22	OFFICE FURNITURE	07/01/04	SL	7.00	HY	16	49,775.				49,775.	39,110.		7,111.	46,221.
32	OFFICE FURNITURE	07/01/05	SL	7.00	HY	16	5,219.				5,219.	3,357.		746.	4,103.
33	OFFICE FURNITURE	01/06/05	SL	7.00	HY	16	1,823.				1,823.	1,300.		260.	1,560.
36	CAMERA	03/01/06	SL	5.00	HY	16	2,275.				2,275.	1,744.		455.	2,199.

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05-01-10

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No.	Description	Date Acquired	Method	Life	C o n v	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
41	OFFICE FURNITURE	07/06/06	SL	7.00	HY	16	3,829.				3,829.	1,915.		547.	2,462.
42	OFFICE FURNITURE	08/21/06	SL	7.00	HY	16	9,765.				9,765.	4,650.		1,395.	6,045.
43	OFFICE FURNITURE	10/17/06	SL	7.00	HY	16	5,145.				5,145.	2,328.		735.	3,063.
44	OFFICE FURNITURE	12/21/06	SL	7.00	HY	16	8,765.				8,765.	3,756.		1,252.	5,008.
49	EQUIPMENT	02/23/07	SL	5.00	HY	16	857.				857.	485.		171.	656.
50	FURNITURE	02/23/07	SL	7.00	HY	16	1,000.				1,000.	405.		143.	548.
52	EQUIPMENT	06/01/08	SL	5.00	HY	16	7,269.				7,269.	2,302.		1,454.	3,756.
63	XEROX COPIER	01/06/09	SL	7.00	HY	16	4,299.				4,299.	614.		614.	1,228.
	* 990-PF PG 1 TOTAL FURNITURE & FIXTURES						111,051.				111,051.	71,946.		15,856.	87,801.
	MACHINERY & EQUIPMENT														
29	COMPUTER	01/28/05	SL	5.00	HY	16	3,557.				3,557.	3,496.		61.	3,555.
45	COMPUTER EQUIPMENT	02/08/07	SL	5.00	HY	16	3,882.				3,882.	2,264.		776.	3,040.
46	COMPUTER EQUIPMENT	07/31/07	SL	5.00	HY	16	3,627.				3,627.	1,752.		725.	2,477.
47	COMPUTER EQUIPMENT	10/01/07	SL	5.00	HY	16	1,170.				1,170.	527.		234.	761.
53	COMPUTER EQUIPMENT	07/01/08	SL	5.00	HY	16	1,500.				1,500.	450.		300.	750.
54	COMPUTERS	01/20/09	SL	5.00	HY	16	7,405.				7,405.	1,358.		1,481.	2,839.
	* 990-PF PG 1 TOTAL MACHINERY & EQUIPMENT						21,141.				21,141.	9,847.		3,577.	13,422.
	* 990-PF PG 1 TOTAL -						1,077,651.				1,077,651.	81,793.		19,433.	101,223.

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05-01-10

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2010 DEPRECIATION AND AMORTIZATION REPORT

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Asset No.	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	BUILDINGS														
54	BUILDING-STE 100/500	11/16/09	SL	39.00	MM	16	662,191.				662,191.	1,415.		16,979.	18,394.
62	COMMON AREA IMPROVEMENTS	11/16/09	SL	39.00	MM	16	23,483.				23,483.	50.		602.	652.
73	COOLING TOWER	09/29/10	SL	39.00	HY	16	35,389.				35,389.			227.	227.
76	OUTSIDE SIGNAGE	10/12/10	SL	15.00	HY	16	2,948.				2,948.			49.	49.
77	BUILDING-STE 100/500	01/01/10	SL	39.00	HY	16	35,889.				35,889.			920.	920.
	* 990-PF PG 1 TOTAL BUILDINGS						759,900.				759,900.	1,465.		18,777.	20,242.
	FURNITURE & FIXTURES														
55	CABINETS	11/16/09	SL	7.00	HY	16	18,835.				18,835.	224.		2,691.	2,915.
56	GRANITE TOPS/FIREPLACE	11/06/09	SL	7.00	HY	16	6,173.				6,173.	147.		882.	1,029.
57	CEILING	11/06/09	SL	7.00	HY	16	12,050.				12,050.	287.		1,721.	2,008.
58	FLOORING	11/06/09	SL	7.00	HY	16	38,005.				38,005.	905.		5,429.	6,334.
59	APPLIANCES:RANGE, REFRIGERATOR,DISHWASHER, ICE	11/06/09	SL	7.00	HY	16	10,606.				10,606.	253.		1,515.	1,768.
60	TELEPHONE SYSTEM	11/06/09	SL	7.00	HY	16	6,291.				6,291.	150.		899.	1,049.
61	SECURITY SYSTEM	11/16/09	SL	7.00	HY	16	11,317.				11,317.	135.		1,617.	1,752.
	* 990-PF PG 1 TOTAL FURNITURE & FIXTURES						103,277.				103,277.	2,101.		14,754.	16,855.
	OTHER														
70	LAND-STE 100/500	11/16/09	L		HY		140,847.				140,847.			0.	

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	* 990-PF PG 1 TOTAL OTHER						140,847.				140,847.	0.		0.	0.
	* 990-PF PG 1 TOTAL -						1,004,024.				1,004,024.	3,566.		33,531.	37,097.
	* GRAND TOTAL 990-PF PG 1 DEPR						2,081,675.				2,081,675.	85,359.		52,964.	138,320.

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME-FROM PASSTHRU K-1	3,451.	0.	3,451.
INTEREST INCOME-FROM PASSTHRU K-1	44.	0.	44.
ISRAEL BONDS	70,013.	0.	70,013.
JP MORGAN DIVIDEND INCOME	23,383.	0.	23,383.
JP MORGAN INTEREST INCOME	26,580.	0.	26,580.
JP MORGAN-TAX EXEMPT	2,080.	0.	2,080.
JP MORGAN-US GOVT	13,013.	0.	13,013.
SCHWAB-ORDINARY DIVIDENDS	422,596.	73,279.	349,317.
TOTAL TO FM 990-PF, PART I, LN 4	561,160.	73,279.	487,881.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
	1	
LAND RENTAL	2	3,500.
TOTAL TO FORM 990-PF, PART I, LINE 5A		3,500.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PORTFOLIO INCOME FROM K-1	469.	469.	
ORDINARY INCOME FROM PASSTHRU	116.	116.	
TOTAL TO FORM 990-PF, PART I, LINE 11	585.	585.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	22,053.	0.		21,858.
TO FM 990-PF, PG 1, LN 16A	22,053.	0.		21,858.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	38,752.	0.		19,376.
TO FORM 990-PF, PG 1, LN 16B	38,752.	0.		19,376.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL SERVICE FEES	403.	0.		201.
ASSET MANAGEMENT FEES	45,000.	45,000.		0.
CONTRACT SERVICES	860.	0.		0.
TRUSTEE FEES	65,000.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	111,263.	45,000.		201.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID-PER 1099	504.	504.		0.
PAYROLL TAXES	18,078.	0.		14,938.
PROPERTY TAXES	17,160.	0.		0.
STATE ANNUAL FILING FEE	200.	0.		200.
PRIOR YEAR EXTENSION PAYMENT	10,000.	0.		0.
CURRENT YEAR ESTIMATED EXCISE TAX	512.	0.		0.
TO FORM 990-PF, PG 1, LN 18	46,454.	504.		15,138.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PASS THRU-PORTFOLIO EXPS	4,228.	4,228.		0.
PASS THRU-INVESTMENT EXPS	133.	133.		0.
PASS THRU-DEDUCTIONS	7,237.	7,237.		0.
CONTRACT LABOR-OFFICE HELP	864.	0.		432.
CELEBRATING LIFE AND HEALTH	79,179.	0.		79,179.
COPIER SUPPLIES	395.	0.		0.
DUES AND SUBSCRIPTIONS	3,650.	0.		3,650.
BANK SERVICE CHARGES	354.	0.		0.
CLEANING SERVICE	10,400.	0.		0.
COMPUTER MAINTENANCE	7,576.	0.		3,788.
COMPUTER SUPPLIES	1,025.	0.		513.
EMPLOYEE DEVELOPMENT	13,335.	0.		13,335.
OFFICE SUPPLIES	6,621.	0.		0.
INSURANCE	21,242.	0.		10,623.
MISCELLANEOUS	11,117.	0.		5,559.
PARKING	8.	0.		0.
POSTAGE AND DELIVERY	1,674.	0.		0.
TELEPHONE	6,872.	0.		3,436.
TRAVEL AND ENTERTAINMENT	5,228.	0.		0.
FACILITIES AND EQUIPMENT	810.	0.		0.
INVESTMENT EXPENSES-JP MORGAN	473.	473.		0.
TO FORM 990-PF, PG 1, LN 23	182,421.	12,071.		120,515.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
JPM-US GOVT AND AGENCIES	X		476,951.	476,951.
JP MORGAN-MUNICIPAL BONDS		X	36,314.	36,314.
TOTAL U.S. GOVERNMENT OBLIGATIONS			476,951.	476,951.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			36,314.	36,314.
TOTAL TO FORM 990-PF, PART II, LINE 10A			513,265.	513,265.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN-CORPORATE STOCKS	1,084,164.	1,084,164.
SCHWAB EQUITY FUNDS	6,626,328.	10,277,708.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,710,492.	11,361,872.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN-CORPORATE BONDS	232,444.	232,444.
SCHWAB MUTUAL BOND FUNDS	3,529,582.	3,851,159.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,762,026.	4,083,603.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISRAEL BONDS	COST	1,225,000.	1,225,000.
LIMITED PARTNERSHIP	COST	509,014.	335,350.
JP MORGAN-MUTUAL FUNDS	FMV	143,402.	143,402.
FEG-ABSOLUTE ACCESS FUND	COST	750,000.	887,277.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,627,416.	2,591,029.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
TABLE	234.	231.	3.
AIR PURIFIER	100.	100.	0.
AED	2,500.	2,500.	0.
OFFICE FURNITURE	5,600.	5,600.	0.
CAMERA	1,396.	1,396.	0.
APPLIANCES	1,200.	1,126.	74.
OFFICE FURNITURE	49,775.	46,221.	3,554.
COMPUTER	3,557.	3,557.	0.
OFFICE FURNITURE	5,219.	4,103.	1,116.
OFFICE FURNITURE	1,823.	1,560.	263.
CAMERA	2,275.	2,199.	76.
OFFICE FURNITURE	3,829.	2,462.	1,367.
OFFICE FURNITURE	9,765.	6,045.	3,720.
OFFICE FURNITURE	5,145.	3,063.	2,082.
OFFICE FURNITURE	8,765.	5,008.	3,757.
COMPUTER EQUIPMENT	3,882.	3,040.	842.
COMPUTER EQUIPMENT	3,627.	2,477.	1,150.
COMPUTER EQUIPMENT	1,170.	761.	409.
EQUIPMENT	857.	656.	201.
FURNITURE	1,000.	548.	452.
EQUIPMENT	7,269.	3,756.	3,513.
COMPUTER EQUIPMENT	1,500.	750.	750.
BUILDING-STE 100/500	662,191.	18,394.	643,797.
CABINETS	18,835.	2,915.	15,920.
GRANITE TOPS/FIREPLACE	6,173.	1,029.	5,144.
CEILING	12,050.	2,008.	10,042.
FLOORING	38,005.	6,334.	31,671.
APPLIANCES:RANGE, REFRIGERATOR,DISHWASHER, ICE MACHINE	10,606.	1,768.	8,838.
TELEPHONE SYSTEM	6,291.	1,049.	5,242.
SECURITY SYSTEM	11,317.	1,752.	9,565.

COMMON AREA IMPROVEMENTS	23,483.	652.	22,831.
XEROX COPIER	4,299.	1,228.	3,071.
COMPUTERS	7,405.	2,839.	4,566.
LAND-STE 100/500	140,847.	0.	140,847.
COOLING TOWER	35,389.	227.	35,162.
OUTSIDE SIGNAGE	2,948.	49.	2,899.
BUILDING-STE 100/500	35,889.	920.	34,969.
BUILDING-STE 300	351,976.	0.	351,976.
BUILDING-STE 400	323,987.	0.	323,987.
LAND-SUITE 300	127,745.	0.	127,745.
LAND-SUITE 400	140,301.	0.	140,301.
LAND-GERMANTOWN	1,450.	0.	1,450.
TOTAL TO FM 990-PF, PART II, LN 14	2,081,675.	138,323.	1,943,352.

945,459

+LN 11

FORM 990-PF OTHER LIABILITIES STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAX WITHHOLDINGS	14,995.	863.
TOTAL TO FORM 990-PF, PART II, LINE 22	14,995.	863.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JACOB A MYERS 18 WEST FIRST STREET SUITE 200 DAYTON, OH 45402	TRUSTEE 1.00	15,000.	0.	0.
ALLEN LEVIN 7812 MCEWEN ROAD, SUITE 100 DAYTON, OH 45459	PRESIDENT 1.00	10,000.	0.	0.
LOUIS LEVIN 7812 MCEWEN ROAD, SUITE 100 DAYTON, OH 45459	VICE PRESIDENT/TREASURER 1.00	10,000.	0.	0.
RYAN LEVIN 7812 MCEWEN ROAD, SUITE 100 DAYTON, OH 45459	TRUSTEE 1.00	10,000.	0.	0.
PETER WELLS 7812 MCEWEN ROAD, SUITE 100 DAYTON, OH 45459	TRUSTEE 1.00	10,000.	0.	0.
KAREN LEVIN 7812 MCEWEN ROAD, SUITE 100 DAYTON, OH 45459	EXECUTIVE DIRECTOR/SECRETA 40.00	134,000.	4,541.	0.
HOWARD MICHAELS 7812 MCEWEN ROAD, SUITE 100 DAYTON, OH 45459	TRUSTEE 1.00	10,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		199,000.	4,541.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 16
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KAREN LEVIN
7812 MCEWEN ROAD, STE 100
DAYTON, OH 45459

TELEPHONE NUMBER

937-223-1669

FORM AND CONTENT OF APPLICATIONS

OBTAIN A GRANT APPLICATION. SUBMIT WITH NARRATIVE DESCRIPTION OF HOW THE FUNDS WILL BE USED AND ATTACH FINANCIAL INFORMATION (AUDITED STATEMENTS, FORM 990 PROJECT BUDGET) AND IRS DETERMINATION LETTER. REFER TO THE GRANT APPLICATION FOR A DETAILED DESCRIPTION OF THESE REQUIREMENTS. PREFERENCE IS GIVEN TO APPLICATIONS FOR FUNDS THAT WILL BE USED FOR OPERATING EXPENSES, SPECIAL PROJECTS AND BUILDING IMPROVEMENTS.

ANY SUBMISSION DEADLINES

NONE
NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

PREFERENCE IS GIVEN TO ORGANIZATIONS IN THE DAYTON/MONTGOMERY COUNTY OHIO AREA. OUR PRIMARY FOCUS IS ON SOCIAL SERVICES AND EDUCATION WITH PARTICULAR EMPHASIS ON THE HOMELESS, THE HUNGRY, THE MEDICALLY UNDERSERVED, CHILDREN AND WOMEN AT RISK. CULTURAL ARTS ORGANIZATIONS AND OTHER NON PROFIT ORGANIZATIONS ARE ALSO CONSIDERED.

J.P.Morgan
J.P.Morgan Securities

Realized Gain/Loss Report

(Including Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 01/01/2010 To 12/31/2010)

4/28/11 3 52 pm
Page 1 of 21

Levin Family Foundation
31-1327847
Statement # 17
1 of 21

AE : ASSET MANAGEMENT **AE # : 0297**
Account : [redacted]
Home :
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Net Gain/Loss
LONG TRANSACTIONS									
Common Stock									
255.00	XTO ENERGY INC	Cusip 98385X106000	7/30/08	48.627	12,400 00	6/28/10	48 627	12,400.00	
Corporate Bond									
30,000.00	COMCAST CORP	1/15/10 Cusip. 20030NAA9060	9/26/03	100 000	30,000.00 A	1/15/10	100 000	30,000.00	
25,000.00	FEDERAL HOME LOAN MTG CORP	9/15/10 Cusip 3134A35H5060	7/16/07	100.000	25,000 00 A	9/15/10	100 000	25,000.00	
25,000.00	NATIONAL RURAL UTILITIES COOP FINANCE COLLATERAL TRUST BOND	10/1/10 Cusip 637432DA0060	5/15/06	100.000	25,000.00 A	10/1/10	100 000	25,000.00	
Sub Total of	**Corporate Bond**		:		80,000.00			80,000 00	0 00
Government Bond									
30,000.00	UNITED STATES TREASURY NOTE	2/15/10 Cusip 912828GG9060	7/16/07	100 000	30,000.00 A	2/16/10	100.000	30,000.00	

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█ Cost Basis to be provided by Customer or otherwise not available.
A - Amortized Value

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J.P.Morgan
J.P.Morgan Securities

Realized Gain/Loss Report

(Including Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 01/01/2010 To 12/31/2010)

Levin Family Foundation
31-1327847
Statement # 17
2 of 21

AE : ASSET MANAGEMENT AE # : 0297
Account : [redacted]
Home :
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Net Gain/Loss
LONG TRANSACTIONS									
Government Bond									
30,000.00	UNITED STATES TREASURY NOTE	8/15/10 Cusip 912828ED8060	2/16/06	100.000	30,000.00 A	8/16/10	100.000	30,000.00	
Sub Total of	**Government Bond**			:	60,000 00			60,000.00	0 00
Municipal Bond									
5,000.00	OKLAHOMA HSG FIN AGY SINGLE FA SING FAM REV BDS	9/1/38 Cusip: 67886MFF1090	5/1/08	102.832	5,141 59 A	3/1/10	100.000	5,000.00	(141.59)
5,000.00	OKLAHOMA HSG FIN AGY SINGLE FA SING FAM REV BDS	9/1/38 Cusip· 67886MFF1060	5/1/08	103 011	5,150 56	2/2/10	103 011	5,150 56	
Sub Total of	**Municipal Bond**			:	10,292.15			10,150 56	(141 59)
Mortgage Backed									
671.03	FEDL HOME LOAN MTG CORP#C00730	Cusip· 31292GY34060	12/28/05	101.370	680.22	5/17/10	100.000	671.03	(9.19)
933.65	FEDL HOME LOAN MTG CORP#C00730	Cusip: 31292GY34060	12/28/05	101 407	946 79	12/15/10	100 000	933.65	(13 14)
382.03	FEDL HOME LOAN MTG CORP#C00730	Cusip. 31292GY34060	12/28/05	101.385	387.32	2/16/10	100.000	382.03	(5.29)

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Realized Gain/Loss Report

(Including Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 01/01/2010 To 12/31/2010)

Levin Family Foundation
31-1327847
Statement # 17
3 of 21

AE : ASSET MANAGEMENT
AE # : 0297
Account : [redacted]
Home :
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Net Gain/Loss
LONG TRANSACTIONS									
Mortgage Backed									
817.37	FEDL HOME LOAN MTG CORP#C00730	Cusip: 31292GY34060	12/28/05	101.396	828.78	1/15/10	100.000	817.37	(11.41)
706.43	FEDL HOME LOAN MTG CORP#C00730	Cusip 31292GY34060	12/28/05	101 408	716.38	11/15/10	100 000	706.43	(9 95)
870.75	FEDL HOME LOAN MTG CORP#C00730	Cusip: 31292GY34060	12/28/05	101 402	882 96	9/15/10	100 000	870 75	(12 21)
650.63	FEDL HOME LOAN MTG CORP#C00730	Cusip 31292GY34060	12/28/05	101.409	659 80	6/15/10	100.000	650.63	(9.17)
707.66	FEDL HOME LOAN MTG CORP#C00730	Cusip. 31292GY34060	12/28/05	101 371	717.36	3/15/10	100.000	707.66	(9.70)
440 75	FEDL HOME LOAN MTG CORP#C00730	Cusip: 31292GY34060	12/28/05	101 357	446 73	7/15/10	100 000	440.75	(5 98)
518.41	FEDL HOME LOAN MTG CORP#C00730	Cusip 31292GY34060	12/28/05	101 381	525 57	4/15/10	100 000	518.41	(7.16)
690.23	FEDL HOME LOAN MTG CORP#C00730	Cusip: 31292GY34060	12/28/05	101.397	699.87	10/15/10	100 000	690.23	(9.64)
605.79	FEDL HOME LOAN MTG CORP#C00730	Cusip 31292GY34060	12/28/05	101.372	614 10	8/16/10	100 000	605 79	(8.31)
Sub Total of	Security				8,105.88			7,994.73	(111.15)
51.26	FEDL HOME LOAN MTG CORP#C01213	Cusip 31292HK29060	6/25/01	97 386	49 92	5/17/10	100 000	51 26	1 34

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J.P.Morgan Securities

Realized Gain/Loss Report

(Including Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 01/01/2010 To 12/31/2010)

Levin Family Foundation
31-1327847
Statement # 17
4 of 21

AE : ASSET MANAGEMENT
AE # : 0297
Account : [redacted]
Home :
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Net Gain/Loss
LONG TRANSACTIONS									
Mortgage Backed									
34.88	FEDL HOME LOAN MTG CORP#C01213	Cusip· 31292HK29060	6/25/01	97.362	33.96	4/15/10	100.000	34.88	0 92
31.29	FEDL HOME LOAN MTG CORP#C01213	Cusip 31292HK29060	6/25/01	97 379	30 47	6/15/10	100 000	31.29	0 82
49.27	FEDL HOME LOAN MTG CORP#C01213	Cusip. 31292HK29060	6/25/01	97 382	47 98	1/15/10	100 000	49.27	1.29
49.38	FEDL HOME LOAN MTG CORP#C01213	Cusip· 31292HK29060	6/25/01	97.408	48.10	11/15/10	100 000	49.38	1.28
25.10	FEDL HOME LOAN MTG CORP#C01213	Cusip. 31292HK29060	6/25/01	97 331	24.43	8/16/10	100 000	25.10	0.67
80 73	FEDL HOME LOAN MTG CORP#C01213	Cusip 31292HK29060	6/25/01	97.386	78 62	10/15/10	100 000	80.73	2 11
84 96	FEDL HOME LOAN MTG CORP#C01213	Cusip 31292HK29060	6/25/01	97.387	82 74	2/16/10	100 000	84.96	2.22
62.68	FEDL HOME LOAN MTG CORP#C01213	Cusip 31292HK29060	6/25/01	97 384	61.04	7/15/10	100 000	62 68	1.64
77 56	FEDL HOME LOAN MTG CORP#C01213	Cusip· 31292HK29060	6/25/01	97 396	75.54	12/15/10	100 000	77 56	2 02
47.17	FEDL HOME LOAN MTG CORP#C01213	Cusip 31292HK29060	6/25/01	97.392	45.94	9/15/10	100.000	47.17	1 23

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J.P.Morgan
J.P. Morgan Securities

Realized Gain/Loss Report

(Including Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 01/01/2010 To 12/31/2010)

Levin Family Foundation
31-1327847
Statement # 17
5 of 21

AE : ASSET MANAGEMENT **AE # : 0297**
Account : [redacted]
Home :
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Net Gain/Loss
LONG TRANSACTIONS									
Mortgage Backed									
79.82	FEDL HOME LOAN MTG CORP#C01213	Cusip 31292HK29060	6/25/01	97 394	77 74	3/15/10	100 000	79 82	2.08
Sub Total of	Security		:		656.48			674 10	17 62
4.59	FEDL HOME LOAN MTG CORP#C62919	Cusip 31287NG44060	1/10/02	98.257	4 51	5/17/10	100 000	4 59	0.08
5.03	FEDL HOME LOAN MTG CORP#C62919	Cusip. 31287NG44060	1/10/02	98 410	4 95	6/15/10	100 000	5.03	0 08
4.64	FEDL HOME LOAN MTG CORP#C62919	Cusip 31287NG44060	1/10/02	98 276	4.56	7/15/10	100 000	4 64	0 08
4.72	FEDL HOME LOAN MTG CORP#C62919	Cusip 31287NG44060	1/10/02	98 093	4 63	10/15/10	100 000	4 72	0.09
4.64	FEDL HOME LOAN MTG CORP#C62919	Cusip 31287NG44060	1/10/02	98 276	4 56	2/16/10	100.000	4 64	0 08
4.74	FEDL HOME LOAN MTG CORP#C62919	Cusip 31287NG44060	1/10/02	98 101	4 65	8/16/10	100 000	4 74	0 09
4.83	FEDL HOME LOAN MTG CORP#C62919	Cusip 31287NG44060	1/10/02	98.137	4.74	12/15/10	100 000	4 83	0 09
4.79	FEDL HOME LOAN MTG CORP#C62919	Cusip 31287NG44060	1/10/02	98.330	4 71	1/15/10	100 000	4 79	0 08
4 82	FEDL HOME LOAN MTG CORP#C62919	Cusip 31287NG44060	1/10/02	98 133	4 73	4/15/10	100 000	4 82	0 09

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A - Amortized Value

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J.P.Morgan
J.P.Morgan Securities

Realized Gain/Loss Report

(Including Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 01/01/2010 To 12/31/2010)

Levin Family Foundation
31-1327847
Statement # 17
6 of 21

AE : ASSET,MANAGEMENT
AE # : 0297
Account.: [redacted]
Home :
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Net Gain/Loss
LONG TRANSACTIONS									
Mortgage Backed									
4.69	FEDL HOME LOAN MTG CORP#C62919	Cusip 31287NG44060	1/10/02	98.081	4 60	9/15/10	100.000	4 69	0.09
4.55	FEDL HOME LOAN MTG CORP#C62919	Cusip· 31287NG44060	1/10/02	98.242	4.47	3/15/10	100 000	4.55	0.08
4.74	FEDL HOME LOAN MTG CORP#C62919	Cusip. 31287NG44060	1/10/02	98 312	4 66	11/15/10	100 000	4 74	0.08
Sub Total of	Security			:	55.77			56.78	1.01
184.23	FEDL HOME LOAN MTG CORP#C64933	Cusip· 31287QPS4060	2/19/02	98 904	182 21	2/16/10	100 000	184.23	2.02
9.00	FEDL HOME LOAN MTG CORP#C64933	Cusip· 31287QPS4060	2/19/02	98.778	8.89	1/15/10	100 000	9 00	0.11
5.95	FEDL HOME LOAN MTG CORP#C64933	Cusip 31287QPS4060	2/19/02	98.655	5 87	5/17/10	100.000	5.95	0.08
3.86	FEDL HOME LOAN MTG CORP#C64933	Cusip 31287QPS4060	2/19/02	98 705	3 81	9/15/10	100 000	3 86	0 05
8.70	FEDL HOME LOAN MTG CORP#C64933	Cusip 31287QPS4060	2/19/02	98.851	8 60	10/15/10	100.000	8 70	0.10
145.85	FEDL HOME LOAN MTG CORP#C64933	Cusip 31287QPS4060	2/19/02	98.917	144 27	12/15/10	100.000	145.85	1 58
75 27	FEDL HOME LOAN MTG CORP#C64933	Cusip: 31287QPS4060	2/19/02	98 897	74 44	11/15/10	100 000	75.27	0 83

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Realized Gain/Loss Report

(Including Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 01/01/2010 To 12/31/2010)

Levin Family Foundation
31-1327847
Statement # 17
7 of 21

AE : ASSET,MANAGEMENT
Account : [redacted]
Home :
Business:

AE # : 0297

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Net Gain/Loss
LONG TRANSACTIONS									
Mortgage Backed									
8.60	FEDL HOME LOAN MTG CORP#C64933	Cusip 31287QPS4060	2/19/02	98.721	8.49	7/15/10	100 000	8.60	0.11
6 07	FEDL HOME LOAN MTG CORP#C64933	Cusip 31287QPS4060	2/19/02	98.847	6 00	8/16/10	100 000	6.07	0 07
183 38	FEDL HOME LOAN MTG CORP#C64933	Cusip· 31287QPS4060	2/19/02	98 909	181 38	4/15/10	100 000	183.38	2 00
3.40	FEDL HOME LOAN MTG CORP#C64933	Cusip 31287QPS4060	2/19/02	98.529	3.35	6/15/10	100.000	3.40	0.05
6.53	FEDL HOME LOAN MTG CORP#C64933	Cusip 31287QPS4060	2/19/02	98 622	6.44	3/15/10	100 000	6.53	0.09
Sub Total of	**Security**			:	633 75			640.84	7.09
149.49	FNMA GTD PASS THRU POOL#684233	Cusip· 31400DEE8060	4/4/03	102.435	153 13	5/25/10	100 000	149.49	(3.64)
169 60	FNMA GTD PASS THRU POOL#684233	Cusip: 31400DEE8060	4/4/03	102 412	173.69	6/25/10	100 000	169 60	(4 09)
133.66	FNMA GTD PASS THRU POOL#684233	Cusip 31400DEE8060	4/4/03	102.417	136.89	3/25/10	100 000	133.66	(3 23)
159.85	FNMA GTD PASS THRU POOL#684233	Cusip 31400DEE8060	4/4/03	102.434	163 74	1/25/10	100 000	159 85	(3 89)
112.43	FNMA GTD PASS THRU POOL#684233	Cusip: 31400DEE8060	4/4/03	102 437	115 17	10/25/10	100 000	112.43	(2.74)

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J.P.Morgan
J.P. Morgan Securities

Realized Gain/Loss Report

(Including Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 01/01/2010 To 12/31/2010)

4/28/11 3·52 pm
Page 8 of 21

Levin Family Foundation
31-1327847
Statement # 17
8 of 21

AE: ASSET MANAGEMENT
Account : [redacted]
Home :
Business:

AE # : 0297

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Net Gain/Loss
LONG TRANSACTIONS									
Mortgage Backed									
252.28	FNMA GTD PASS THRU POOL#684233 Cusip: 31400DEE8060		4/4/03	102.442	258 44	12/27/10	100.000	252.28	(6 16)
227.12	FNMA GTD PASS THRU POOL#684233 Cusip 31400DEE8060		4/4/03	102.417	232.61	7/26/10	100.000	227.12	(5 49)
96.80	FNMA GTD PASS THRU POOL#684233 Cusip· 31400DEE8060		4/4/03	102 407	99 13	8/25/10	100 000	96.80	(2 33)
134.63	FNMA GTD PASS THRU POOL#684233 Cusip· 31400DEE8060		4/4/03	102.407	137.87	4/26/10	100.000	134.63	(3.24)
223.30	FNMA GTD PASS THRU POOL#684233 Cusip· 31400DEE8060		4/4/03	102.436	228 74	9/27/10	100.000	223 30	(5 44)
133.05	FNMA GTD PASS THRU POOL#684233 Cusip: 31400DEE8060		4/4/03	102 428	136 28	2/25/10	100 000	133.05	(3 23)
220.68	FNMA GTD PASS THRU POOL#684233 Cusip. 31400DEE8060		4/4/03	102.442	226 07	11/26/10	100 000	220.68	(5.39)
Sub Total of	**Security**			:	2,061.76			2,012.89	(48.87)
148.70	FNMA GTD PASS THRU POOL#730816 Cusip 31402J3Z8060		7/25/03	98 843	146 98	4/26/10	100 000	148 70	1.72
108.68	FNMA GTD PASS THRU POOL#730816 Cusip· 31402J3Z8060		7/25/03	98.831	107.41	2/25/10	100 000	108 68	1 27
174.69	FNMA GTD PASS THRU POOL#730816 Cusip: 31402J3Z8060		7/25/03	98 895	172 76	7/26/10	100 000	174.69	1 93

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J.P.Morgan
J.P.Morgan Securities

Realized Gain/Loss Report

(Including Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 01/01/2010 To 12/31/2010)

Levin Family Foundation
31-1327847
Statement # 17
9 of 21

AE : ASSET,MANAGEMENT **AE # : 0297**
Account : [redacted]
Home :
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Net Gain/Loss
LONG TRANSACTIONS									
Mortgage Backed									
574.96	FNMA GTD PASS THRU POOL#730816	Cusip 31402J3Z8060	7/25/03	98.906	568 67	12/27/10	100.000	574.96	6.29
417.63	FNMA GTD PASS THRU POOL#730816	Cusip. 31402J3Z8060	7/25/03	98.901	413 04	10/25/10	100.000	417.63	4 59
371.76	FNMA GTD PASS THRU POOL#730816	Cusip: 31402J3Z8060	7/25/03	98 903	367 68	11/26/10	100 000	371 76	4 08
239.15	FNMA GTD PASS THRU POOL#730816	Cusip 31402J3Z8060	7/25/03	98.892	236 50	8/25/10	100 000	239.15	2 65
239.96	FNMA GTD PASS THRU POOL#730816	Cusip. 31402J3Z8060	7/25/03	98 904	237.33	9/27/10	100.000	239.96	2.63
138.38	FNMA GTD PASS THRU POOL#730816	Cusip 31402J3Z8060	7/25/03	98 865	136 81	1/25/10	100 000	138 38	1 57
314.16	FNMA GTD PASS THRU POOL#730816	Cusip 31402J3Z8060	7/25/03	98.892	310.68	6/25/10	100.000	314.16	3 48
182.73	FNMA GTD PASS THRU POOL#730816	Cusip. 31402J3Z8060	7/25/03	98 911	180 74	5/25/10	100 000	182.73	1 99
83.80	FNMA GTD PASS THRU POOL#730816	Cusip 31402J3Z8060	7/25/03	98 842	82.83	3/25/10	100.000	83 80	0 97
Sub Total of	**Security**			:	2,961 43			2,994.60	33 17
21 13	FNMA GTD PASS THRU POOL#738462	Cusip· 31402UMK5060	9/9/03	99.953	21 12	8/25/10	100.000	21 13	0 01

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J.P. Morgan Securities

Realized Gain/Loss Report

(Including Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 01/01/2010 To 12/31/2010)

Levin Family Foundation
31-1327847
Statement # 17
10 of 21

AE : ASSET MANAGEMENT
AE # : 0297
Account : [redacted]
Home :
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Net Gain/Loss
LONG TRANSACTIONS									
Mortgage Backed									
168.27	FNMA GTD PASS THRU POOL#738462	Cusip: 31402UMK5060	9/9/03	100.386	168.92	6/25/10	100.000	168.27	(0.65)
159.89	FNMA GTD PASS THRU POOL#738462	Cusip· 31402UMK5060	9/9/03	100.438	160.59	11/26/10	100 000	159.89	(0.70)
337.49	FNMA GTD PASS THRU POOL#738462	Cusip· 31402UMK5060	9/9/03	100.430	338 94	4/26/10	100 000	337 49	(1 45)
356.54	FNMA GTD PASS THRU POOL#738462	Cusip· 31402UMK5060	9/9/03	100.424	358 05	2/25/10	100.000	356.54	(1.51)
22.00	FNMA GTD PASS THRU POOL#738462	Cusip 31402UMK5060	9/9/03	100.364	22.08	3/25/10	100 000	22.00	(0 08)
22.75	FNMA GTD PASS THRU POOL#738462	Cusip 31402UMK5060	9/9/03	100.308	22 82	1/25/10	100 000	22.75	(0 07)
20.55	FNMA GTD PASS THRU POOL#738462	Cusip 31402UMK5060	9/9/03	100.097	20 57	12/27/10	100.000	20.55	(0 02)
263.80	FNMA GTD PASS THRU POOL#738462	Cusip· 31402UMK5060	9/9/03	100 402	264 86	5/25/10	100 000	263.80	(1 06)
19.82	FNMA GTD PASS THRU POOL#738462	Cusip 31402UMK5060	9/9/03	99 950	19.81	10/25/10	100.000	19 82	0 01
269.19	FNMA GTD PASS THRU POOL#738462	Cusip· 31402UMK5060	9/9/03	100.427	270.34	9/27/10	100 000	269.19	(1 15)

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J.P. Morgan Securities

Realized Gain/Loss Report

(Including Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 01/01/2010 To 12/31/2010)

Levin Family Foundation
31-1327847
Statement # 17
11 of 21

AE : ASSET MANAGEMENT **AE # : 0297**
Account : [redacted]
Home :
Business:

LONG TRANSACTIONS

Mortgage Backed

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Net Gain/Loss
21.56	FNMA GTD PASS THRU POOL#738462	Cusip 31402UMK5060	9/9/03	100.093	21.58	7/26/10	100 000	21.56	(0.02)
Sub Total of	Security			:	1,689 68			1,682.99	(6.69)
699.44	FNMA GTD PASS THRU POOL#745932	Cusip: 31403DVZ9060	10/31/07	102 568	717 40	1/25/10	100 000	699 44	(17 96)
387.05	FNMA GTD PASS THRU POOL#745932	Cusip 31403DVZ9060	10/31/07	102.609	397 15	11/26/10	100 000	387.05	(10 10)
4,317.70	FNMA GTD PASS THRU POOL#745932	Cusip. 31403DVZ9060	10/31/07	102 601	4,430 02	4/26/10	100.000	4,317 70	(112 32)
693.59	FNMA GTD PASS THRU POOL#745932	Cusip' 31403DVZ9060	10/31/07	102 584	711 51	5/25/10	100 000	693.59	(17.92)
531.86	FNMA GTD PASS THRU POOL#745932	Cusip 31403DVZ9060	10/31/07	102 595	545 66	6/25/10	100 000	531 86	(13.80)
485.23	FNMA GTD PASS THRU POOL#745932	Cusip 31403DVZ9060	10/31/07	102 607	497 88	7/26/10	100 000	485.23	(12 65)
461.45	FNMA GTD PASS THRU POOL#745932	Cusip 31403DVZ9060	10/31/07	102 598	473 44	8/25/10	100 000	461.45	(11 99)
438.97	FNMA GTD PASS THRU POOL#745932	Cusip 31403DVZ9060	10/31/07	102 570	450 25	9/27/10	100 000	438.97	(11.28)
416 45	FNMA GTD PASS THRU POOL#745932	Cusip' 31403DVZ9060	10/31/07	102.591	427 24	10/25/10	100 000	416 45	(10 79)

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(From 01/01/2010 To 12/31/2010)

Levin Family Foundation
31-1327847
Statement # 17
12 of 21

AE : ASSET MANAGEMENT
AE # : 0297
Account : [redacted]
Home :
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Net Gain/Loss
LONG TRANSACTIONS									
Mortgage Backed									
640.28	FNMA GTD PASS THRU POOL#745932	Cusip 31403DVZ9060	10/31/07	102.583	656.82	3/25/10	100.000	640.28	(16 54)
608.90	FNMA GTD PASS THRU POOL#745932	Cusip: 31403DVZ9060	10/31/07	102 580	624.61	2/25/10	100.000	608 90	(15 71)
365.19	FNMA GTD PASS THRU POOL#745932	Cusip: 31403DVZ9060	10/31/07	102 579	374 61	12/27/10	100.000	365.19	(9 42)
Sub Total of	Security			:	10,306.59			10,046.11	(260.48)
32.05	G N M A PASS THRU POOL 352016X	Cusip 36203LAR3060	9/20/02	104.337	33 44	2/16/10	100 000	32 05	(1 39)
27.21	G N M A PASS THRU POOL 352016X	Cusip. 36203LAR3060	9/20/02	104.300	28 38	3/15/10	100.000	27.21	(1.17)
35.88	G N M A PASS THRU POOL 352016X	Cusip 36203LAR3060	9/20/02	104.376	37 45	4/15/10	100.000	35.88	(1 57)
43.35	G N M A PASS THRU POOL 352016X	Cusip. 36203LAR3060	9/20/02	104.383	45 25	5/17/10	100 000	43 35	(1 90)
31.88	G N M A PASS THRU POOL 352016X	Cusip· 36203LAR3060	9/20/02	104 391	33.28	1/15/10	100 000	31.88	(1 40)
33.24	G N M A PASS THRU POOL 352016X	Cusip. 36203LAR3060	9/20/02	104.422	34.71	6/15/10	100 000	33 24	(1.47)
34.60	G N M A PASS THRU POOL 352016X	Cusip· 36203LAR3060	9/20/02	104 306	36 09	7/15/10	100 000	34 60	(1 49)

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Realized Gain/Loss Report

(Including Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 01/01/2010 To 12/31/2010)

Levin Family Foundation
31-1327847
Statement # 17
13 of 21

AE : ASSET MANAGEMENT
AE # : 0297
Account : [redacted]
Home :
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Net Gain/Loss
LONG TRANSACTIONS									
Mortgage Backed									
34.97	G N M A PASS THRU POOL 352016X	Cusip 36203LAR3060	9/20/02	104.347	36 49	8/16/10	100 000	34 97	(1.52)
36.24	G N M A PASS THRU POOL 352016X	Cusip 36203LAR3060	9/20/02	104.360	37 82	9/15/10	100 000	36 24	(1 58)
36.19	G N M A PASS THRU POOL 352016X	Cusip· 36203LAR3060	9/20/02	104 393	37 78	10/15/10	100 000	36 19	(1.59)
40.40	G N M A PASS THRU POOL 352016X	Cusip 36203LAR3060	9/20/02	104.356	42 16	11/15/10	100 000	40.40	(1.76)
33.36	G N M A PASS THRU POOL 352016X	Cusip 36203LAR3060	9/20/02	104.406	34.83	12/15/10	100.000	33.36	(1.47)
Sub Total of	Security			:	437.68			419 37	(18 31)
4.78	G N M A PASS THRU POOL 388261X DIRECTORS MORTGAGE LOAN COR	Cusip 36205EJE7020	1/1/90	95 816	4 58 ✱	12/15/10	100 000	4 78	N/A
5.70	G N M A PASS THRU POOL 388261X DIRECTORS MORTGAGE LOAN COR	Cusip 36205EJE7020	1/1/90	95 789	5.46 ✱	5/17/10	100 000	5 70	N/A
7 20	G N M A PASS THRU POOL 388261X DIRECTORS MORTGAGE LOAN COR	Cusip 36205EJE7020	1/1/90	95 972	6 91 ✱	1/15/10	100 000	7 20	N/A
5.90	G N M A PASS THRU POOL 388261X DIRECTORS MORTGAGE LOAN COR	Cusip 36205EJE7020	1/1/90	95.932	5 66 ✱	6/15/10	100 000	5 90	N/A
6 60	G N M A PASS THRU POOL 388261X DIRECTORS MORTGAGE LOAN COR	Cusip 36205EJE7020	1/1/90	95 909	6 33 ✱	7/15/10	100 000	6 60	N/A

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J.P.Morgan
J.P. Morgan Securities

Realized Gain/Loss Report

(Including Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 01/01/2010 To 12/31/2010)

Levin Family Foundation
31-1327847
Statement # 17
14 of 21

AE : ASSET MANAGEMENT
Account : [redacted]
Home :
Business:

AE # : 0297

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Net Gain/Loss
LONG TRANSACTIONS									
Mortgage Backed									
52.31	G N M A PASS THRU POOL 388261X DIRECTORS MORTGAGE LOAN COR	Cusip 36205EJE7020	1/1/90	95.985	50.21 ✱	8/16/10	100 000	52.31	N/A
4.70	G N M A PASS THRU POOL 388261X DIRECTORS MORTGAGE LOAN COR	Cusip. 36205EJE7020	1/1/90	95.745	4.50 ✱	9/15/10	100.000	4.70	N/A
4.72	G N M A PASS THRU POOL 388261X DIRECTORS MORTGAGE LOAN COR	Cusip 36205EJE7020	1/1/90	95.763	4 52 ✱	10/15/10	100 000	4 72	N/A
4.75	G N M A PASS THRU POOL 388261X DIRECTORS MORTGAGE LOAN COR	Cusip: 36205EJE7020	1/1/90	95.789	4.55 ✱	11/15/10	100.000	4 75	N/A
163.63	G N M A PASS THRU POOL 388261X DIRECTORS MORTGAGE LOAN COR	Cusip. 36205EJE7020	1/1/90	95.997	157.08 ✱	4/15/10	100 000	163 63	N/A
6.82	G N M A PASS THRU POOL 388261X DIRECTORS MORTGAGE LOAN COR	Cusip· 36205EJE7020	1/1/90	95.748	6 53 ✱	3/15/10	100.000	6 82	N/A
5.95	G N M A PASS THRU POOL 388261X DIRECTORS MORTGAGE LOAN COR	Cusip 36205EJE7020	1/1/90	95.798	5.70 ✱	2/16/10	100 000	5.95	N/A
Sub Total of	Security	(Total may be incomplete**) :			262.03			273.06	0 00
3.19	G N M A PASS THRU POOL 490137X UNION FEDERAL SAVINGS BANK	Cusip 36210EPW3000	1/1/90	92.790	2 96 ✱	4/15/10	100 000	3 19	N/A
3.15	G N M A PASS THRU POOL 490137X UNION FEDERAL SAVINGS BANK	Cusip. 36210EPW3000	1/1/90	93 016	2 93 ✱	2/16/10	100.000	3.15	N/A

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J.P.Morgan
J.P. Morgan Securities

Realized Gain/Loss Report

(Including Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 01/01/2010 To 12/31/2010)

Levin Family Foundation
31-1327847
Statement # 17
15 of 21

AE : ASSET MANAGEMENT AE # : 0297
Account : [redacted]
Home :
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Net Gain/Loss
LONG TRANSACTIONS									
Mortgage Backed									
3.22	G N M A PASS THRU POOL 490137X UNION FEDERAL SAVINGS BANK	Cusip. 36210EPW3000	1/1/90	92.857	2.99 ✱	6/15/10	100.000	3 22	N/A
3.53	G N M A PASS THRU POOL 490137X UNION FEDERAL SAVINGS BANK	Cusip· 36210EPW3000	1/1/90	92.918	3.28 ✱	7/15/10	100.000	3 53	N/A
3.26	G N M A PASS THRU POOL 490137X UNION FEDERAL SAVINGS BANK	Cusip: 36210EPW3000	1/1/90	92.945	3 03 ✱	8/16/10	100 000	3.26	N/A
3.28	G N M A PASS THRU POOL 490137X UNION FEDERAL SAVINGS BANK	Cusip: 36210EPW3000	1/1/90	92.988	3.05 ✱	9/15/10	100 000	3.28	N/A
3.30	G N M A PASS THRU POOL 490137X UNION FEDERAL SAVINGS BANK	Cusip: 36210EPW3000	1/1/90	93 030	3.07 ✱	10/15/10	100 000	3.30	N/A
3.32	G N M A PASS THRU POOL 490137X UNION FEDERAL SAVINGS BANK	Cusip 36210EPW3000	1/1/90	92 771	3.08 ✱	11/15/10	100 000	3 32	N/A
3.34	G N M A PASS THRU POOL 490137X UNION FEDERAL SAVINGS BANK	Cusip. 36210EPW3000	1/1/90	92.814	3 10 ✱	12/15/10	100.000	3 34	N/A
3.13	G N M A PASS THRU POOL 490137X UNION FEDERAL SAVINGS BANK	Cusip 36210EPW3000	1/1/90	92 971	2 91 ✱	1/15/10	100 000	3 13	N/A
3.20	G N M A PASS THRU POOL 490137X UNION FEDERAL SAVINGS BANK	Cusip· 36210EPW3000	1/1/90	92 813	2 97 ✱	5/17/10	100.000	3 20	N/A

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J.P.Morgan
J.P.Morgan Securities

Realized Gain/Loss Report

(Including Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 01/01/2010 To 12/31/2010)

Levin Family Foundation
31-1327847
Statement # 17
16 of 21

AE : ASSET MANAGEMENT AE # : 0297
Account : [redacted]
Home :
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Net Gain/Loss
LONG TRANSACTIONS									
Mortgage Backed									
3.17	G N M A PASS THRU POOL 490137X UNION FEDERAL SAVINGS BANK	Cusip. 36210EPW3000	1/1/90	93.060	2.95 ■	3/15/10	100 000	3 17	N/A
Sub Total of	Security	(Total may be incomplete**) :			36.32			39.09	0.00
2.19	G N M A PASS THRU POOL#551231X	Cusip. 36213DLL0060	4/26/01	101.370	2.22	2/16/10	100 000	2 19	(0.03)
1.73	G N M A PASS THRU POOL#551231X	Cusip· 36213DLL0060	4/26/01	101.156	1.75	11/15/10	100 000	1.73	(0 02)
2.27	G N M A PASS THRU POOL#551231X	Cusip· 36213DLL0060	4/26/01	100.881	2.29	5/17/10	100.000	2.27	(0.02)
2.17	G N M A PASS THRU POOL#551231X	Cusip. 36213DLL0060	4/26/01	100.922	2.19	1/15/10	100.000	2.17	(0 02)
2.28	G N M A PASS THRU POOL#551231X	Cusip· 36213DLL0060	4/26/01	100 877	2 30	6/15/10	100.000	2.28	(0.02)
333.65	G N M A PASS THRU POOL#551231X	Cusip 36213DLL0060	4/26/01	101.514	338 70	7/15/10	100 000	333.65	(5.05)
1.69	G N M A PASS THRU POOL#551231X	Cusip 36213DLL0060	4/26/01	101 183	1.71	8/16/10	100.000	1 69	(0 02)
1.70	G N M A PASS THRU POOL#551231X	Cusip: 36213DLL0060	4/26/01	100.588	1 71	9/15/10	100 000	1 70	(0 01)
1.72	G N M A PASS THRU POOL#551231X	Cusip 36213DLL0060	4/26/01	101.163	1.74	10/15/10	100 000	1 72	(0.02)

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Realized Gain/Loss Report

(Including Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 01/01/2010 To 12/31/2010)

Levin Family Foundation
31-1327847
Statement # 17
17 of 21

AE : ASSET MANAGEMENT
AE # : 0297
Account : [redacted]
Home :
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Net Gain/Loss
LONG TRANSACTIONS									
Mortgage Backed									
8.58	G N M A PASS THRU POOL#551231X	Cusip 36213DLL0060	4/26/01	101.282	8 69	4/15/10	100.000	8.58	(0 11)
2.20	G N M A PASS THRU POOL#551231X	Cusip 36213DLL0060	4/26/01	100.909	2 22	3/15/10	100 000	2.20	(0 02)
1.74	G N M A PASS THRU POOL#551231X	Cusip 36213DLL0060	4/26/01	101 149	1 76	12/15/10	100 000	1.74	(0.02)
Sub Total of	Security			:	367.28			361.92	(5.36)
6.99	G N M A PASS THRU POOL#576023X	Cusip 36200X4G1060	5/14/03	104 578	7 31	2/16/10	100 000	6 99	(0 32)
7.10	G N M A PASS THRU POOL#576023X	Cusip: 36200X4G1060	5/14/03	104 507	7.42	3/15/10	100 000	7 10	(0 32)
7.85	G N M A PASS THRU POOL#576023X	Cusip 36200X4G1060	5/14/03	104.586	8 21	4/15/10	100 000	7.85	(0 36)
7.19	G N M A PASS THRU POOL#576023X	Cusip: 36200X4G1060	5/14/03	104.868	7 54	5/17/10	100 000	7.19	(0.35)
7 00	G N M A PASS THRU POOL#576023X	Cusip 36200X4G1060	5/14/03	104 714	7 33	1/15/10	100 000	7 00	(0 33)
7.56	G N M A PASS THRU POOL#576023X	Cusip 36200X4G1060	5/14/03	104 762	7 92	6/15/10	100 000	7.56	(0.36)
7.38	G N M A PASS THRU POOL#576023X	Cusip 36200X4G1060	5/14/03	104 607	7 72	7/15/10	100 000	7 38	(0 34)

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J.P. Morgan Securities

Realized Gain/Loss Report

(Including Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 01/01/2010 To 12/31/2010)

Levin Family Foundation
31-1327847
Statement # 17
18 of 21

AE : ASSET MANAGEMENT
AE # : 0297
Account : [redacted]
Home :
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Net Gain/Loss
LONG TRANSACTIONS									
Mortgage Backed									
7.41	G N M A PASS THRU POOL#576023X	Cusip 36200X4G1060	5/14/03	104.723	7.76	8/16/10	100.000	7.41	(0.35)
7.24	G N M A PASS THRU POOL#576023X	Cusip: 36200X4G1060	5/14/03	104.696	7.58	9/15/10	100.000	7.24	(0.34)
7.49	G N M A PASS THRU POOL#576023X	Cusip: 36200X4G1060	5/14/03	104 673	7.84	10/15/10	100 000	7 49	(0 35)
7.73	G N M A PASS THRU POOL#576023X	Cusip 36200X4G1060	5/14/03	104.787	8.10	11/15/10	100.000	7.73	(0.37)
7.62	G N M A PASS THRU POOL#576023X	Cusip: 36200X4G1060	5/14/03	104 856	7.99	12/15/10	100.000	7.62	(0.37)
Sub Total of Security				:	92.72			88.56	(4 16)
15.08	G N M A PASS THRU POOL#581082X	Cusip: 36201ERB8060	5/20/02	98.873	14.91	2/16/10	100 000	15.08	0 17
21.04	G N M A PASS THRU POOL#581082X	Cusip: 36201ERB8060	5/20/02	98.669	20 76	11/15/10	100 000	21.04	0.28
25.32	G N M A PASS THRU POOL#581082X	Cusip 36201ERB8060	5/20/02	98.855	25 03	5/17/10	100.000	25 32	0.29
24.89	G N M A PASS THRU POOL#581082X	Cusip· 36201ERB8060	5/20/02	98.795	24.59	1/15/10	100 000	24.89	0.30
15.52	G N M A PASS THRU POOL#581082X	Cusip: 36201ERB8060	5/20/02	98.840	15 34	6/15/10	100 000	15 52	0 18

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J.P.Morgan
J.P. Morgan Securities

Realized Gain/Loss Report

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(From 01/01/2010 To 12/31/2010)

Levin Family Foundation
31-1327847
Statement # 17
19 of 21

AE : ASSET MANAGEMENT AE # : 0297
Account : [redacted]
Home :
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Net Gain/Loss
LONG TRANSACTIONS									
Mortgage Backed									
20.59	G N M A PASS THRU POOL#581082X	Cusip 36201ERB8060	5/20/02	98.883	20 36	7/15/10	100.000	20.59	0.23
20.70	G N M A PASS THRU POOL#581082X	Cusip: 36201ERB8060	5/20/02	98.647	20 42	8/16/10	100.000	20 70	0.28
20.81	G N M A PASS THRU POOL#581082X	Cusip· 36201ERB8060	5/20/02	98.654	20 53	9/15/10	100 000	20 81	0.28
20.92	G N M A PASS THRU POOL#581082X	Cusip 36201ERB8060	5/20/02	98.709	20 65	10/15/10	100.000	20 92	0 27
20.26	G N M A PASS THRU POOL#581082X	Cusip: 36201ERB8060	5/20/02	98.717	20.00	4/15/10	100.000	20 26	0.26
20.15	G N M A PASS THRU POOL#581082X	Cusip 36201ERB8060	5/20/02	98 660	19 88	3/15/10	100 000	20 15	0.27
21.15	G N M A PASS THRU POOL#581082X	Cusip 36201ERB8060	5/20/02	98.676	20.87	12/15/10	100.000	21.15	0 28
Sub Total of	**Security**			:	243 34			246 43	3 09
7.28	G N M A PASS THRU POOL#602184X	Cusip. 36200H6V1060	1/22/03	103.709	7 55	2/16/10	100.000	7.28	(0.27)
7.94	G N M A PASS THRU POOL#602184X	Cusip 36200H6V1060	1/22/03	103 652	8 23	11/15/10	100 000	7 94	(0 29)
7.50	G N M A PASS THRU POOL#602184X	Cusip· 36200H6V1060	1/22/03	103.733	7 78	5/17/10	100.000	7.50	(0 28)

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J.P.Morgan Securities

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Levin Family Foundation
31-1327847
Statement # 17
20 of 21

AE : ASSET MANAGEMENT
AE # : 0297
Account : [redacted]
Home :
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Net Gain/Loss
LONG TRANSACTIONS									
Mortgage Backed									
7.62	G N M A PASS THRU POOL#602184X	Cusip 36200H6V1060	1/22/03	103 806	7.91	1/15/10	100 000	7.62	(0 29)
7.94	G N M A PASS THRU POOL#602184X	Cusip. 36200H6V1060	1/22/03	103.904	8.25	6/15/10	100.000	7 94	(0.31)
7.91	G N M A PASS THRU POOL#602184X	Cusip· 36200H6V1060	1/22/03	103.666	8 20	7/15/10	100 000	7 91	(0 29)
134.76	G N M A PASS THRU POOL#602184X	Cusip. 36200H6V1060	1/22/03	104 066	140 24	8/16/10	100.000	134.76	(5 48)
38.32	G N M A PASS THRU POOL#602184X	Cusip 36200H6V1060	1/22/03	104.045	39 87	9/15/10	100 000	38 32	(1 55)
36.95	G N M A PASS THRU POOL#602184X	Cusip· 36200H6V1060	1/22/03	103.978	38 42	10/15/10	100 000	36 95	(1 47)
7.54	G N M A PASS THRU POOL#602184X	Cusip 36200H6V1060	1/22/03	103.846	7 83	4/15/10	100 000	7 54	(0 29)
38.55	G N M A PASS THRU POOL#602184X	Cusip· 36200H6V1060	1/22/03	104.021	40 10	3/15/10	100 000	38 55	(1 55)

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**** Total may be incomplete as one or more of the tax lots that comprise this total need to be updated by customer or are otherwise not available.**
Due to the reporting requirements of some financial transactions, the information on this report may not match the 1099.

J.P.Morgan
J.P. Morgan Securities

Realized Gain/Loss Report

(Including Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 01/01/2010 To 12/31/2010)

4/28/11 3:52 pm

Levin Family Foundation
31-1327847
Statement # 17
21 of 21

AE : ASSET MANAGEMENT **AE # : 0297**
Account : [redacted]
Home :
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Net Gain/Loss
LONG TRANSACTIONS									
Mortgage Backed									
115.09	G N M A PASS THRU POOL#602184X	Cusip 36200H6V1060	1/22/03	104.040	119 74	12/15/10	100 000	115.09	(4 65)
Sub Total of	**Security**	:			434.12			417 40	(16.72)
Sub Total of	**Mortgage Backed**	**(Total may be incomplete**) :**			28,344 83			27,948 87	(409 76)
Sub Total of	**LONG TRANSACTIONS**	**(Total may be incomplete**) :**			191,036 98			190,499 43	
Grand Total:		**(Totals may be incomplete**)**			191,036.98			190,499.43	<537.55>
		Exxon - Cash in Lieu			-0-			58.61	58 61
					191036.98			190,558.04	<478 94>

The information contained herein has been obtained from sources deemed to be reliable but not guaranteed for accuracy by J.P. Morgan Securities, a division of J.P. Morgan Securities LLC.
All closing transactions will be treated on a FIFO basis unless an accurately specified versus purchase trailer is entered.
█ Cost Basis to be provided by Customer or otherwise not available.
A - Amortized Value

Unless your Investment Professional has updated all acquisition costs for securities not initially purchased at J.P. Morgan Securities, has updated lots purchased prior to 1995, and reviewed the effects of corporate actions and journal entries, this report may contain inaccuracies. Please use your monthly statement as the Official record of your activity. Contact your Investment Professional for additional information.

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Levin Family Foundation
Grants and Contributions Paid During the Year

Statement # 18
31-1327847
Page 1 of 12

Recipient	Date	Street Address	City	State	Recipient Relationship	Purpose of Grant	Recipient Status	Amount
Cincinnati Symphony Orchestra	3/20/2009	1241 Elm St	Cincinnati	OH	None	General Funding	Public Charity	($1,200.00)
Mustard Seed Foundation	11/24/2009	PO Box 61132	Dayton	OH	None	General Funding	Public Charity	($500 00)
Jewish Community Center of Cincinnnati	09/17/2009		Cincinnati	OH	None	General Funding	Public Charity	($500 00)
American Friends of Magen David	12/14/2009				None	General Funding	Public Charity	($1,000 00)
Beth Abraham Synagogue	1/18/2010	306 Sugar Camp Circle	Dayton	OH	None	General Funding	Public Charity	$500 00
American Cancer Society, Ohio Division	1/27/2010	5500 Frantz Road	Dublin	OH	None	General Funding	Public Charity	$250 00
Beth Abraham Synagogue	1/27/2010	306 Sugar Camp Circle	Dayton	OH	None	General Funding	Public Charity	$1,000.00
Mound Street Academy	1/29/2010	354 Mound Street	Dayton	OH	None	General Funding	Public Charity	$300 95
Mound Street Academy	1/29/2010	354 Mound Street	Dayton	OH	None	General Funding	Public Charity	$1,691.61
Wright State University Foundation	2/8/2010	108 Allyn Hall	Dayton	OH	None	General Funding	Public Charity	$219.99
ArtSpace/Lima	2/9/2010				None	General Funding	Public Charity	$100 00
Day of Caring	2/18/2010	1616 Mardon Dr	Dayton	OH	None	General Funding	Public Charity	$1,000 00
Nouveau Cinema Group Inc.	2/18/2010	1120 W Fairview Ave	Dayton	OH	None	General Funding	Public Charity	$500 00

Nouveau Cinema Group Inc	2/18/2010	1120 W. Fairview Ave	Dayton	OH	None	General Funding	Public Charity	$500.00
Jewish Federation of Dayton	2/25/2010	33 West First Street	Dayton	OH	None	General Funding	Public Charity	$500 00
Dayton Heart Institute	3/1/2010	2200 Philadelphia Dr.	Dayton	OH	None	General Funding	Public Charity	$500.00
Jewish Federation of Dayton	3/1/2010	33 West First Street	Dayton	OH	None	General Funding	Public Charity	$500 00
Temple Beth OR	3/1/2010	5275 Marshall Rd	Dayton	OH	None	General Funding	Public Charity	$1,000 00
Adath Israel Nancy Tetrikoff Meisel Library Fund	3/10/2010	3201 E. Galbraith Rd	Cincinnati	OH	None	General Funding	Public Charity	$2,400 00
Cincinnati Symphony Club	3/10/2010	Dr. janice McConville	Cincinnati	OH	None	General Funding	Public Charity	$1,000 00
AFP Foundation for Philanthropy	3/15/2010	PO Box 3515	Dayton	OH	None	General Funding	Public Charity	$500.00
Ohio Association Emergency Medical Svcs	3/15/2010	P.O Box 4158	Sidney	OH	None	General Funding	Public Charity	$200 00
Union for Reform Judaism	3/15/2010	301 State Route 17 North	Rutherford	NJ	None	General Funding	Public Charity	$150.00
Wright State University Foundation	3/16/2010	108 Allyn Hall	Dayton	OH	None	General Funding	Public Charity	$500 00
Wyoming Youth Services	3/19/2010	800 Oak Ave.	Wyoming	OH	None	General Funding	Public Charity	$1,000 00
American Cancer Society, Ohio Division	3/23/2010	5500 Frantz Road	Dublin	OH	None	General Funding	Public Charity	$250 00

Levin Family Foundation
Grants and Contributions Paid During the Year

Statement # 18
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Cincinnati Chamber Orchestra	3/23/2010	100 W. 4th St.	Cincinnati	OH	None	General Funding	Public Charity	$1,000.00
Falcon Club Scholarship Fund	3/23/2010	29 Clover St.	Dayton	OH	None	General Funding	Public Charity	$500.00
Jewish Motorcycle ALliance	4/8/2010	11572 Air Hill Rd	Brookville	OH	None	General Funding	Public Charity	$1,000 00
Chabad of Southern Ohio	4/13/2010	1636 Summit Rd	Cincinnati	OH	None	General Funding	Public Charity	$3,000 00
Cedar Village Home for the Aged	4/23/2010	5467 Cedar VIllage Dr	Mason	OH	None	General Funding	Public Charity	$160.00
Erich Kunzel Ctr for ARts & Education	4/23/2010	108 W. Central Pkwy	Cincinnati	OH	None	General Funding	Public Charity	$1,500 00
Jewish Federation of Dayton	4/26/2010	33 West First Street	Dayton	OH	None	General Funding	Public Charity	$1,250 00
Beth Abraham Synagogue	5/4/2010	306 Sugar Camp Circle	Dayton	OH	None	General Funding	Public Charity	$5,000 00
Cedar Village Home for the Aged	5/4/2010	5467 Cedar VIllage Dr	Mason	OH	None	General Funding	Public Charity	$100 00
Prevent Blindness Ohio	5/4/2010	1500 West Third Ave	Columbus	OH	None	General Funding	Public Charity	$3,500 00
Clothes That Work	5/6/2010	The Job Center	Dayton	OH	None	General Funding	Public Charity	$360.00
American Cancer Society, Ohio Division	5/13/2010	5500 Frantz Road	Dublin	OH	None	General Funding	Public Charity	$2,000.00
Planned Parenthood Southwest Ohio Region	5/13/2010	2314 Auburn Ave	Cincinnati	OH	None	General Funding	Public Charity	$200 00
Planned Parenthood Southwest Ohio Region	5/20/2010	2314 Auburn Ave.	Cincinnati	OH	None	General Funding	Public Charity	$126 24
John H Lamensdorf Memorial Trust	5/25/2010	1428 South Tamiami Trail	Sarasota	FL	None	General Funding	Public Charity	$500 00

Hebrew Union College	6/21/2010	3101 Clifton Ave.	Cincinnati	OH	None	General Funding	Public Charity	$500.00
Jewish Federation of Dayton	6/21/2010	33 West First Street	Dayton	OH	None	General Funding	Public Charity	$500 00
Temple Beth OR	6/21/2010	5275 Marshall Rd.	Dayton	OH	None	General Funding	Public Charity	$500.00
Union for Reform Judaism	6/21/2010	301 State Route 17 North	Rutherford	NJ	None	General Funding	Public Charity	$1,000.00
Wright State University Foundation	6/29/2010	108 Allyn Hall	Dayton	OH	None	General Funding	Public Charity	$1,500 00
Humane Society of Greater Dayton	7/1/2010	1661 Nicholas Rd.	Dayton	OH	None	General Funding	Public Charity	$2,750.00
Mound Street Academy	7/1/2010	354 Mound Street	Dayton	OH	None	General Funding	Public Charity	$780.45
Mound Street Academy	7/1/2010	354 Mound Street	Dayton	OH	None	General Funding	Public Charity	$5,200.00
SICSA	7/1/2010	PO Box 292463	Kettering	OH	None	General Funding	Public Charity	$2,750.00
Project Read	7/14/2010	c/o Sinclair Community College	Dayton	OH	None	General Funding	Public Charity	$1,617.36
Jewish Motorcycle ALliance	7/15/2010	11572 Air Hill Rd	Brookville	OH	None	General Funding	Public Charity	$2,389 80
Dayton Christian Center	7/23/2010	1352 W. Riverview Ave.	Dayton	OH	None	General Funding	Public Charity	$1,000 00
Dayton Christian Center	7/23/2010	1352 W. Riverview Ave.	Dayton	OH	None	General Funding	Public Charity	$4,000.00
Hospice of Dayton	7/27/2010	324 Wilmington Ave.	Dayton	OH	None	General Funding	Public Charity	$7,500.00
Cleveland CLinic	8/3/2010	95 Euclid Ave	Cleveland	OH	None	General Funding	Public Charity	$150.00
A Gift for Life	8/3/2010	PO Box 6945	Cincinnati	OH	None	General Funding	Public Charity	$500.00

Levin Family Foundation
Grants and Contributions Paid During the Year

A Gift for Life	8/3/2010	PO Box 6945	Cincinnati	OH	None	General Funding	Public Charity	$500.00
Cincinnati Symphony Orchestra	8/10/2010	1241 Elm St.	Cincinnati	OH	None	General Funding	Public Charity	$250 00
Cincinnati Symphony Orchestra	8/10/2010	1241 Elm St.	Cincinnati	OH	None	General Funding	Public Charity	$250.00
AIDS Resource Center Ohio	8/16/2010	15 West Fourth St	Dayton	OH	None	General Funding	Public Charity	$800.00
American Heart Association	8/16/2010	24 N. Jefferson St.	Dayton	OH	None	General Funding	Public Charity	$100 00
Culver Education Foundation	8/16/2010	1300 Academy Road, Box 153	Culver	IN	None	General Funding	Public Charity	$430.00
Leukemia Society	8/16/2010	2300 Wall St.	Cincinnati	OH	None	General Funding	Public Charity	$250.00
Planned Parenthood Southwest Ohio Region	8/16/2010	2314 Auburn Ave.	Cincinnati	OH	None	General Funding	Public Charity	$200 00
STEF	8/16/2010	Sauer & Tarzinski Education Fund	Dayton	OH	None	General Funding	Public Charity	$500 00
Girl Scout Troop 30707	8/17/2010	c/o Mindi Wynne	Brookville	OH	None	General Funding	Public Charity	$144.00
Mound Street Academy	8/17/2010	354 Mound Street	Dayton	OH	None	General Funding	Public Charity	$558.91
Shrine Hospital	8/17/2010	%David TOdd	CIncinnati	OH	None	General Funding	Public Charity	$600.00
Aim for the Handicapped	8/25/2010	945 Danbury Rd	Dayton	OH	None	General Funding	Public Charity	$400 00
Mound Street Academy	8/25/2010	354 Mound Street	Dayton	OH	None	General Funding	Public Charity	$551 15
WUSF Public Broadcasting	8/25/2010	University of South FLorida	Tampa	FL	None	General Funding	Public Charity	$250 00

Planned Parenthood Southwest Ohio Region	8/30/2010	2314 Auburn Ave.	Cincinnati	OH	None	General Funding	Public Charity	$250.00
Human Race, Inc.	8/31/2010	126 N. Main St.	Dayton	OH	None	General Funding	Public Charity	$3,000.00
Wright State University Theatre Dept	8/31/2010	3640 Colonel GLenn Hwy	Dayton	OH	None	General Funding	Public Charity	$3,000.00
Cincinnati Symphony Orchestra	9/2/2010	1241 Elm St.	Cincinnati	OH	None	General Funding	Public Charity	$5,000.00
Cincinnati Symphony Orchestra	9/2/2010	1241 Elm St.	Cincinnati	OH	None	General Funding	Public Charity	$5,000.00
International Rescue Committee	9/8/2010	PO Box 98152	Washington	DC	None	General Funding	Public Charity	$100 00
AIDS Resource Center Ohio	9/20/2010	15 West Fourth St.	Dayton	OH	None	General Funding	Public Charity	$725 00
AIDS Resource Center Ohio	9/20/2010	15 West Fourth St	Dayton	OH	None	General Funding	Public Charity	$15,000.00
Temple Beth OR	9/20/2010	5275 Marshall Rd.	Dayton	OH	None	General Funding	Public Charity	$5,529 00
Jewish Federation of Dayton	9/28/2010	33 West First Street	Dayton	OH	None	General Funding	Public Charity	$250 00
Save A Child's Heart Foundation	9/28/2010	10050 Chapel Rd	Potomac	MD	None	General Funding	Public Charity	$1,000.00
Temple Beth OR	9/28/2010	5275 Marshall Rd.	Dayton	OH	None	General Funding	Public Charity	$250 00
Temple Emanuel	9/28/2010	151 McIntosh	Sarasota	FL	None	General Funding	Public Charity	$600 00
Temple Israel	9/28/2010	130 Riverside Dr.	Dayton	OH	None	General Funding	Public Charity	$500.00
Van Wezel Foundation	9/28/2010	777 N Tamiami Trail	Sarasota	FL	None	General Funding	Public Charity	$1,000 00

Springer School	10/1/2010	2121 Madison Rd	Cincinnati	OH	None	General Funding	Public Charity	$5,000.00
Lighthouse Youth Services	10/5/2010	1501 Madison Road	Cincinnati	OH	None	General Funding	Public Charity	$500 00
Assc. of Jewish Community Professionals	10/8/2010	14619 Horsehoe Trace	Wellington	FL	None	General Funding	Public Charity	$500 00
ELI	10/8/2010	The American Friends of ELI	North Besthesda	MD	None	General Funding	Public Charity	$1,000 00
Jewish Federation of Louisville	10/8/2010	3630 Dutchmans Lane	Louisville	KY	None	General Funding	Public Charity	$300.00
Prevent Blindness Ohio	10/8/2010	1500 West Third Ave	Columbus	OH	None	General Funding	Public Charity	$1,500 00
St. Johns Youngmens Program	10/13/2010	1042 Apple BLossom Dr.	Florence	KY	None	General Funding	Public Charity	$1,250.00
AIDS Resource Center Ohio	10/19/2010	15 West Fourth St	Dayton	OH	None	General Funding	Public Charity	$1,000.00
ELI	10/19/2010	The American Friends of ELI	North Besthesda	MD	None	General Funding	Public Charity	$500 00
Hebrew Union College	10/19/2010	3101 Clifton Ave	Cincinnati	OH	None	General Funding	Public Charity	$375.00
Planned Parenthood Southwest Ohio Region	10/19/2010	2314 Auburn Ave	Cincinnati	OH	None	General Funding	Public Charity	$1,000 00
WCET	10/22/2010	1223 Central Pky	Cincinnati	OH	None	General Funding	Public Charity	$9,500 00
Jewish Federation of Dayton	11/3/2010	33 West First Street	Dayton	OH	None	General Funding	Public Charity	$250.00
Mound Street Academy	11/3/2010	354 Mound Street	Dayton	OH	None	General Funding	Public Charity	$605 82
WYSO-Public Radio	11/3/2010	795 Livermore St	Yellow Springs	OH	None	General Funding	Public Charity	$250 00
Beth Abraham Synagogue	11/12/2010	306 Sugar Camp Circle	Dayton	OH	None	General Funding	Public Charity	$1,000 00
Hannah's Treasure Chest	11/12/2010	6366 Far Hills Ave.	Centerville	OH	None	General Funding	Public Charity	$500 00

Levin Family Foundation
Grants and Contributions Paid During the Year

March of Dimes	11/12/2010	3131 S. Dixie Ste 313	Dayton	OH	None	General Funding	Public Charity	$300.00
WCET/Take Us Home	12/3/2010	1223 Central Pkwy	Cincinnati	OH	None	General Funding	Public Charity	$11,000.00
American Diabetes Association	12/7/2010	644 Linn St.	Cincinnati	OH	None	General Funding	Public Charity	$5,000 00
Artemis Center	12/7/2010	310 W. Monument Ave.	Dayton	OH	None	General Funding	Public Charity	$5,000.00
Clothes That Work	12/7/2010	The Job Center	Dayton	OH	None	General Funding	Public Charity	$5,000.00
East End Community Services	12/7/2010	624 Xenia Ave	Dayton	OH	None	General Funding	Public Charity	$5,000.00
Learning Tree Farm	12/7/2010	3376 South Union Road	Dayton	OH	None	General Funding	Public Charity	$5,000.00
Life Essentials	12/7/2010	123 Riverside Dr.	Dayton	OH	None	General Funding	Public Charity	$5,000.00
Lighthouse Youth Services	12/7/2010	1501 Madison Road	Cincinnati	OH	None	General Funding	Public Charity	$5,000.00
Mary Scott Nursing Center	12/7/2010	3109 Campus Dr	Dayton	OH	None	General Funding	Public Charity	$5,000 00
Planned Parenthood Southwest Ohio Region	12/7/2010	2314 Auburn Ave.	Cincinnati	OH	None	General Funding	Public Charity	$5,000 00
Prevent Blindness Ohio	12/7/2010	1500 West Third Ave	Columbus	OH	None	General Funding	Public Charity	$5,000 00
Ronald McDonald House	12/7/2010	555 Valley St.	Dayton	OH	None	General Funding	Public Charity	$5,000 00
Save A Child's Heart Foundation	12/7/2010	10050 Chapel Rd	Potomac	MD	None	General Funding	Public Charity	$5,000 00
St. Vincent De Paul Hotel	12/7/2010	1133 S Edwin C Moses Blvd	Dayton	OH	None	General Funding	Public Charity	$5,000 00
Suicide Prevention Center	12/7/2010	PO Box 1393	Dayton	OH	None	General Funding	Public Charity	$5,000 00

Levin Family Foundation
Grants and Contributions Paid During the Year

Statement # 18
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Therapeutic Riding Institute	12/7/2010	799 Nutt Road	Dayton	OH	None	General Funding	Public Charity	$2,000.00
United Rehabilitation Services	12/7/2010	4710 Old Troy Pike	Dayton	OH	None	General Funding	Public Charity	$5,000 00
Mound Street Academy	12/13/2010	354 Mound Street	Dayton	OH	None	General Funding	Public Charity	$600 00
Equestrian Therapy Program	12/14/2010	22532 Bowsher Rd.	Cridersville	OH	None	General Funding	Public Charity	$5,000 00
Hillel Jewish Student Center	12/14/2010	2615 Clifton Ave	Cincinnati	OH	None	General Funding	Public Charity	$5,000.00
Jewish Federation of Dayton	12/14/2010	33 West First Street	Dayton	OH	None	General Funding	Public Charity	$5,000 00
Reach Out Montgomery County	12/14/2010	25 East Foraker	Dayton	OH	None	General Funding	Public Charity	$5,000.00
All Faiths Foodbank	12/17/2010	8171 Blaikie Ct	Sarasota	FL	None	General Funding	Public Charity	$250 00
House of Bread	12/17/2010	9 Orth Ave	Dayton	OH	None	General Funding	Public Charity	$6,000 00
Jewish Federation of Dayton	12/17/2010	33 West First Street	Dayton	OH	None	General Funding	Public Charity	$500 00
Jewish Federation of Dayton	12/17/2010	33 West First Street	Dayton	OH	None	General Funding	Public Charity	$250.00
North Valley Baptist Church	12/17/2010	1642 Bartley Rd	Dayton	OH	None	General Funding	Public Charity	$1,200.00
Hebrew Union College-Los Angeles	12/21/2010	3077 University Ave	Los Angeles	CA	None	General Funding	Public Charity	$500 00
House of Bread	12/21/2010	9 Orth Ave.	Dayton	OH	None	General Funding	Public Charity	$1,000.00
Jewish Communal Service of North America	12/21/2010	520 8th Ave.	New York	NY	None	General Funding	Public Charity	$250 00
ELI	12/28/2010	The American Friends of ELI	North Besthesda	MD	None	General Funding	Public Charity	$500 00
Hillel of the Florida Suncoast	12/28/2010	13102 N 50th St	Tampa	FL	None	General Funding	Public Charity	$500 00

Hospice of Dayton	12/28/2010	324 Wilmington Ave.	Dayton	OH	None	General Funding	Public Charity	$3,500.00
House of Bread	12/28/2010	9 Orth Ave.	Dayton	OH	None	General Funding	Public Charity	$1,500.00
Jewish Federation of Dayton	12/28/2010	33 West First Street	Dayton	OH	None	General Funding	Public Charity	$1,380.00
Leukemia Society	12/28/2010	2300 Wall St.	Cincinnati	OH	None	General Funding	Public Charity	$500 00
Ronald McDonald House	12/28/2010	555 Valley St.	Dayton	OH	None	General Funding	Public Charity	$500.00
Sunshine from Darkness	12/28/2010	PO Box 49201	Sarasota	FL	None	General Funding	Public Charity	$250 00
Table to Table	12/28/2010	Ahuza 86 POB 2297	Ra'anana Israel		None	General Funding	Public Charity	$5,000.00
American Red Cross-Dayton Area Chapter	12/29/2010	370 West First St.	Dayton	OH	None	General Funding	Public Charity	$400.00
Chabad of Southern Ohio	12/29/2010	1636 Summit Rd.	Cincinnati	OH	None	General Funding	Public Charity	$1,500.00
Salvation Army	12/29/2010	138 South Wilkinson St	Dayton	OH	None	General Funding	Public Charity	$400.00
Think TV	12/29/2010	110 South Jefferson St	Dayton	OH	None	General Funding	Public Charity	$400 00
Congregation Kol NaNeshama	12/30/2010	1633 Boathouse Circle HA-131	Sarasota	FL	None	General Funding	Public Charity	$150.00
Florida Studio THeatre	12/30/2010	1241 N Palm Ave.	Sarasota	FL	None	General Funding	Public Charity	$250.00
Wright State University Foundation	12/30/2010	108 Allyn Hall	Dayton	OH	None	General Funding	Public Charity	$500 00
Beth Abraham Synagogue	07/20/10	306 Sugar Camp Circle	Dayton	OH	None	General Funding	Public Charity	$40,000 00
Temple Beth OR	07/20/2010	5275 Marshall Rd	Dayton	OH	None	General Funding	Public Charity	$50,000 00

Levin Family Foundation
Grants and Contributions Paid During the Year

Temple Israel	12/14/2010	130 Riverside Dr.	Dayton	OH	None	General Funding	Public Charity	$15,000.00
The Human Race Theatre	12/28/2010	126 North Main Street, Ste 300	Dayton	OH	None	General Funding	Public Charity	$7,000.00
ARC Ohio	12/28/2010	15 West Fourth St., Ste 200	Dayton	OH	None	General Funding	Public Charity	$7,000 00
OSU Foundation	12/28/2010	307 Fawcett Center	Columbus	OH	None	General Funding	Public Charity	$12,000 00
Jewish Family Services	12/28/2010	33 West First Street	Dayton	OH	None	General Funding	Public Charity	$3,500 00
Clothes That Work	12/28/2010	1133 S Edwin C Moses Blvd	Dayton	OH	None	General Funding	Public Charity	$1,500 00
The Muse Machine	12/28/2010	126 North Main Street, Ste 310	Dayton	OH	None	General Funding	Public Charity	$2,500.00
National Conference for Comm & Justice	12/28/2010	14 W First Street, Suite 400	Dayton	OH	None	General Funding	Public Charity	$2,500 00
Foundation Fighting Blindness	12/28/2010	11435 Cronhill Drive	Owings Mills	MD	None	General Funding	Public Charity	$50,000 00
Planned Parenthood	12/28/2010	224 North Wilkinson Street	Dayton	OH	None	General Funding	Public Charity	$3,500.00
Artemis Center	12/28/2010	310 West Monument Avenue	Dayton	OH	None	General Funding	Public Charity	$3,500 00
YWCA	12/28/2010	111 West First Street	Dayton	OH	None	General Funding	Public Charity	$4,000 00
YMCA Strong Kids Campaign	12/28/2010	141 W Third Street	Dayton	OH	None	General Funding	Public Charity	$3,500 00

Jewish Federation of Greater Dayton	12/28/2010	525 Versailles Drive	Dayton	OH	None	General Funding	Public Charity	$5,000.00
Children's Medical Center	12/28/2010	One Children's Plaza	Dayton	OH	None	General Funding	Public Charity	$10,000.00
								$492,795 28

Form [redacted]
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

[redacted]

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print

File by the due date for filing your return See instructions

Name of exempt organization: LEVIN FAMILY FOUNDATION

Employer identification number: 31-1327847

Number, street, and room or suite no. If a P.O. box, see instructions.: 7812 MCEWEN ROAD, NO. 100

City, town or post office, state, and ZIP code. For a foreign address, see instructions.: DAYTON, OH 45459

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ KAREN LEVIN
  7812 MCEWEN ROAD - DAYTON, OH 45459
  Telephone No.▶ 937-223-1669 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year 2010 or
▶ ☐ tax year beginning ______________, and ending ______________.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 22,272.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 10,272.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 12,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2011)

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01-03-11