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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

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
THE DIANE AND HARRY LEVIN FOUNDATION

A Employer identification number
51-0351044

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O CAROL LEVIN 4 MCMULLAN FARM LANE

B Telephone number
610-793-9331

City or town, state, and ZIP code
WEST CHESTER, PA 19382

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) ▶$ 555,086.

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).)

	Line		(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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	3.	3.		STATEMENT 1
	4	Dividends and interest from securities	21,162.	21,162.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	22,088.			
	b	Gross sales price for all assets on line 6a 258,652.				
	7	Capital gain net income (from Part IV, line 2)		22,088.		
	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				
	12	**Total.** Add lines 1 through 11	43,253.	43,253.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	1,427.	714.		713.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	204.	78.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	24,226.	13,393.		10,833.
	24	**Total operating and administrative expenses** Add lines 13 through 23	25,857.	14,185.		11,546.
	25	Contributions, gifts, grants paid	49,350.			49,350.
	26	**Total expenses and disbursements** Add lines 24 and 25	75,207.	14,185.		60,896.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<31,954.>			
	b	**Net investment income** (if negative, enter -0-)		29,068.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2010)

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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	10,214.	27,713.	27,713.
	2 Savings and temporary cash investments	59,952.	15,527.	15,527.
	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			
	b Investments - corporate stock STMT 6	148,524.	164,867.	178,503.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	378,106.	320,670.	333,343.
	14 Land, buildings, and equipment: basis ▶ 2,380.			
	Less accumulated depreciation STMT 8 ▶ 2,380.			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	596,796.	528,777.	555,086.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	596,796.	528,777.	
	30 **Total net assets or fund balances**	596,796.	528,777.	
	31 **Total liabilities and net assets/fund balances**	596,796.	528,777.	

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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	596,796.
2	Enter amount from Part I, line 27a	2	<31,954.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	564,842.
5	Decreases not included in line 2 (itemize) ▶	5	36,065.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	528,777.

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	258,652.		236,564.	22,088.

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				22,088.

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	22,088.
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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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	53,301.	587,164.	.090777
2008	68,779.	745,942.	.092204
2007	57,869.	833,135.	.069459
2006	110,311.	750,700.	.146944
2005	82,458.	728,760.	.113148

2 **Total** of line 1, column (d)	2	.512532
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	.102506
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	561,498.
5 Multiply line 4 by line 3	5	57,557.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	291.
7 Add lines 5 and 6	7	57,848.
8 Enter qualifying distributions from Part XII, line 4	8	60,896.

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	291.
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	291.
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	291.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,860.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	1,860.
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	1,569.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	1,569.	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) ▶ DE			
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 ▶ N/A			
14	The books are in care of ▶ CAROL LEVIN Telephone no ▶610-793-9331			
	Located at ▶ 4 MCMULLAN FARM LANE, WEST CHESTER, PA ZIP+4 ▶19382			
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			
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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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
CAROL LEVIN WEST CHESTER, PA 19382	PRESIDENT 0.00	0.	0.	0.
ALAN B. LEVIN WILMINGTON, DE 19807	VICE-PRESIDENT/TREASURER 0.00	0.	0.	0.
DARRELL FOREMAN FORT MILL, SC 29707	ASSISTANT 0.00	0.	0.	0.

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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
NONE				

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

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

3 Five highest-paid independent contractors for professional services. 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 N/A	0.
2	
3	
4	

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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	516,313.
b	Average of monthly cash balances	1b	53,736.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	570,049.
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	570,049.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,551.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	561,498.
6	**Minimum investment return.** Enter 5% of line 5	6	28,075.

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	28,075.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 291.		
b	Income tax for 2010. (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	291.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	27,784.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	27,784.
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	27,784.

Part XII Qualifying Distributions (see instructions)

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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	60,896.
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	60,896.
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	291.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	60,605.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				27,784.
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 — 49,937.				
b From 2006 — 74,988.				
c From 2007 — 16,354.				
d From 2008 — 31,701.				
e From 2009 — 24,122.				
f **Total** of lines 3a through e	197,102.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 60,896.				
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				27,784.
e Remaining amount distributed out of corpus	33,112.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	230,214.			
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	49,937.			
9 **Excess distributions carryover to 2011** Subtract lines 7 and 8 from line 6a	180,277.			
10 Analysis of line 9:				
a Excess from 2006 — 74,988.				
b Excess from 2007 — 16,354.				
c Excess from 2008 — 31,701.				
d Excess from 2009 — 24,122.				
e Excess from 2010 — 33,112.				

COPY

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					

COPY

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).)

CAROL LEVIN

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

CAROL LEVIN, 610-793-9331
4 MCMULLAN FARM LANE, WEST CHESTER, PA 19382

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

NO SPECIAL APPLICATION IS REQUIRED

c Any submission deadlines.

NONE

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

NONE

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 ATTACHED	N/A	NONE	TO FURTHER THE ORGANIZATIONS CHARITABLE ACTIVITIES	49,350.
Total			▶ 3a	49,350.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

COPY

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	3.	
4 Dividends and interest from securities			14	21,162.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	22,088.	
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.		43,253.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 43,253.

(See worksheet in line 13 instructions to verify calculations.)

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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).
	N/A

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	

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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

Signature of officer or trustee: [signature] Date: 3/16/12 Title:

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
JONATHAN HOFFMAN	[signature]	5-9-11		P00236442

Firm's name ▶ ISDANER AND COMPANY, LLC Firm's EIN ▶

Firm's address ▶ THREE BALA PLAZA, SUITE 501 WEST BALA CYNWYD, PA 19004-3484 Phone no (610) 668-4200

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03-04-11

DIANE AND HARRY LEVIN FOUNDATION
12/31/2010
CONTRIBUTIONS

PAYEE	ADDRESS	PURPOSE	AMOUNT
Winterthur Museum	Philadelphia, PA	General Fund	10,000 00
Delaware Kidney Fund	Wilmington, DE	General Fund	20,000 00
The Pilot School	Wilmington, DE	General Fund	2,500 00
Children & Families First	Wilmington, DE	General Fund	1,500 00
Kristol Center for Jewish Life	Newark, DE	General Fund	100.00
Habitat for Humanity	Wilmington, DE	General Fund	250 00
Ministery of Caring	Wilmington, DE	General Fund	10,000 00
University of Penn- Abramson Cancer Center	Philadelphia, PA	General Fund	5,000 00
			49,350 00

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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	DELPHI CORPORATION-CLASS ACTION PROCEEDS	P		
b	$40,000 HOMESTREET BK SEATTLE WASH C/D 5.3% DUE 6	P	06/20/07	06/29/10
c	$25,000 EUROBANK HATO RE P R C/D 5.3% DUE 7/25/11	P	07/23/07	05/06/10
d	$75,000 R G PREMIER BANK P R HATO C/D 5.3% DUE 7/	P	07/23/07	05/07/10
e	SEE SCHEDULE ATTACHED	P		
f	SEE SCHEDULE ATTACHED	P		
g	CAPITAL GAINS DIVIDENDS			
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	69.			69.
b	40,000.		40,000.	0.
c	25,000.		25,000.	0.
d	75,000.		75,000.	0.
e	29,125.		29,648.	<523.>
f	88,880.		66,916.	21,964.
g	578.			578.
h				
i				
j				
k				
l				
m				
n				
o				

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	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				69.
b				0.
c				0.
d				0.
e				<523.>
f				21,964.
g				578.
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	22,088.
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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05-01-10

DIANE & HARRY LEVIN FOUNDATION
C/O CAROL LEVIN
4 MCMULLEN FARM LANE
WEST CHESTER PA 19382-7091

RECIPIENT'S ACCOUNT NUMBER

Schedule of Realized Gains and Losses

This section includes a summary of the short-term or long-term gain or loss from the sale of selected securities in this account "Short-term" refers to securities held for one year or less, "long-term" refers to securities held more than one year RBC provides cost basis information as a service to its clients, the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time In the case of bonds purchased at a premium, cost basis information may be amortized In addition, cost basis information may reflect accretion for zero coupon and OID bonds Please refer to IRS Publications 1212 and 550 or consult your tax advisor for additional information

Short-Term

QUANTITY	DESCRIPTION	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
139 000	EXELON CORP SYMBOL: EXC	11/06/09	09/23/10	5,906 22	6,506 24	-600 02
40 000	EXELON CORP SYMBOL· EXC	12/18/09	09/23/10	1,699 63	1,980 00	-280 37
35 000	EXXON MOBIL CORP SYMBOL XOM	12/18/09	09/23/10	2,151 76	2,376 85	-225 09
9 000	EXXON MOBIL CORP SYMBOL XOM	04/20/10	09/23/10	553 31	619 92	-66 61
0 714	KINDER MORGAN MGMT LLC SHS SYMBOL· KMR	02/20/09	02/12/10	40 10	27 77	12 33
12 000	MOLSON COORS BREWING CO CL B SYMBOL TAP	04/20/10	09/01/10	536 87	528 36	8 51
50 000	MOLSON COORS BREWING CO CL B SYMBOL TAP	02/26/10	09/01/10	2,236 96	2 012 50	224 46
248 113	VANGUARD INTERMEDIATE TERM TAX EXEMPT FUND SYMBOL· VWITX	04/20/10	09/01/10	3 468 62	3 352 00	116 62
324 133	VANGUARD INTERMEDIATE TERM TAX EXEMPT FUND SYMBOL VWITX	11/06/09	09/01/10	4 531 38	4,336 90	194 48
714 286	VANGUARD LIMITED TERM TAX EXEMPT FUND SYMBOL VMLTX	12/02/09	09/01/10	8 000 00	7 907 14	92 86
	Short-Term Subtotal			29,124.85	29,647.68	-522.83

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Long-Term

QUANTITY	DESCRIPTION	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
22 000	AMERICAN EXPRESS COMPANY SYMBOL AXP	08/04/08	04/20/10	1 004 06	803 00	201 06
33 000	AMERICAN EXPRESS COMPANY SYMBOL AXP	08/04/08	08/20/10	1,323 28	1,204 50	118 78

DIANE & HARRY LEVIN FOUNDATION
C/O CAROL LEVIN
4 MCMULLEN FARM LANE
WEST CHESTER PA 19382-7091

RECIPIENT'S ACCOUNT NUMBER

Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
14 000	AMERICAN EXPRESS COMPANY SYMBOL AXP	02/20/09	08/20/10	561 39	179 48	381 91
35 000	AMERICAN EXPRESS COMPANY SYMBOL AXP	10/28/08	08/20/10	1,403 47	824 60	578 87
8 000	AUTOMATIC DATA PROCESSING INC SYMBOL ADP	02/20/09	04/20/10	359 59	285 82	73 77
31 000	BERKSHIRE HATHAWAY INC DEL CL B NEW SYMBOL BRK B	02/20/09	04/20/10	2,473 13	1,476 22	996 91
169 000	BERKSHIRE HATHAWAY INC DEL CL B NEW SYMBOL BRK B	02/20/09	10/21/10	13,969 30	8,047 78	5,921 52
6 000	CINTAS CORP SYMBOL CTAS	02/20/09	04/20/10	168 65	130 01	38 64
135 000	CINTAS CORP SYMBOL CTAS	02/20/09	09/01/10	3,557 24	2,925 18	632 06
35 000	COCA COLA CO SYMBOL KO	02/20/09	09/01/10	2 000 21	1,496 25	503 96
60 000	CORELOGIC INC SYMBOL CLGX	08/13/08	09/01/10	1,058 39	772 99	285 40
145 000	CORELOGIC INC SYMBOL CLGX	02/20/09	09/01/10	2,557 76	2,111 32	446 44
41 000	DIAGEO PLC-SPONSORED ADR NEW REPSTG 4 ORD SHS SYMBOL DEO	02/20/09	08/20/10	2,746 54	2,038 93	707 61
55 000	EXXON MOBIL CORP SYMBOL XOM	02/20/09	09/23/10	3,381 34	3,925 90	-544 56
60 000	FIRST AMERICAN FINANCIAL CORPORATION SYMBOL FAF	08/13/08	08/20/10	839 48	580 99	258 49
145 000	FIRST AMERICAN FINANCIAL CORPORATION SYMBOL FAF	02/20/09	08/20/10	2,028 73	1,586 91	441 82
78 000	GENERAL DYNAMICS CORP SYMBOL GD	02/20/09	10/06/10	4,942 77	3,960 84	981 93
30 000	HOME DEPOT INC SYMBOL HD	10/12/07	09/01/10	856 19	1,002 28	-146 09
75 000	HOME DEPOT INC SYMBOL HD	11/15/07	09/01/10	2,140 46	2 192 89	-52 43
12 000	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO SYMBOL JPM	02/20/09	04/20/10	549 83	237 83	312 00

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DIANE & HARRY LEVIN FOUNDATION
C/O CAROL LEVIN
4 MCMULLEN FARM LANE
WEST CHESTER PA 19382-7091

RECIPIENT'S ACCOUNT NUMBER

[illegible]

Long-Term (cont)

QUANTITY	DESCRIPTION	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
102 000	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO SYMBOL JPM	02/20/09	10/06/10	4,064 89	2,021 54	2,043 35
0 679	KINDER MORGAN MGMT LLC SHS SYMBOL KMR	02/20/09	05/14/10	38 18	25 95	12 23
0.742	KINDER MORGAN MGMT LLC SHS SYMBOL KMR	02/20/09	08/13/10	44 17	27 84	16 33
96 000	KINDER MORGAN MGMT LLC SHS SYMBOL. KMR	02/20/09	09/23/10	5,739 74	3,602 43	2 137 31
15 000	LOWES COMPANIES INC SYMBOL LOW	02/20/09	04/20/10	400.19	238 04	162 15
267.000	LOWES COMPANIES INC SYMBOL LOW	02/20/09	08/20/10	5,431.08	4,237 02	1,194 06
5 000	NOVARTIS AG-SPONSORED ADR SYMBOL NVS	02/20/09	04/20/10	268 14	203 75	64 39
126 000	NOVARTIS AG-SPONSORED ADR SYMBOL NVS	02/20/09	10/06/10	7,275 12	5,134 50	2,140 62
7 000	PFIZER INC SYMBOL PFE	11/18/05	04/20/10	117 66	150 92	-33 26
102 000	PFIZER INC SYMBOL PFE	11/18/05	08/20/10	1,623 81	2,199 12	-575 31
162 000	SYSCO CORP SYMBOL SYY	02/20/09	10/21/10	4,754 85	3,677 24	1,077 61
107 000	TRANSCANADA CORPORATION SYMBOL TRP	02/20/09	08/20/10	3,723 69	2,721 01	1,002 68
99 000	WAL-MART STORES INC SYMBOL WMT	02/20/09	10/21/10	5,341 94	4,955 94	386 00
77 000	WALGREEN CO SYMBOL WAG	02/20/09	09/01/10	2 134 40	1,936 17	198 23
	Long-Term Subtotal			88,879.67	66,915.19	21,964 48
Total Gains and Losses				118,004.52	96,562.87	21,441 65
	Short-Term					-522 83
	Long-Term					21,964 48
	Term Unknown					0 00

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2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year* Deduction
1	COMPUTER	11 97	SL	5.00	16	2,380.			2,380.	2,380.		0.
	* TOTAL 990-PF PG 1 DEPR					2,380.		0.	2,380.	2,380.	0.	0.

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(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

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

SOURCE	AMOUNT
RBC DAIN RAUSCHER INC	3.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
RBC DAIN RAUSCHER INC	21,740.	578.	21,162.
TOTAL TO FM 990-PF, PART I, LN 4	21,740.	578.	21,162.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ISDANER & COMPANY	1,427.	714.		713.
TO FORM 990-PF, PG 1, LN 16B	1,427.	714.		713.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	78.	78.		0.
FRANCHISE TAX	126.	0.		0.
TO FORM 990-PF, PG 1, LN 18	204.	78.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	2,559.	2,559.		0.
BOOKKEEPING FEES	21,667.	10,834.		10,833.
TO FORM 990-PF, PG 1, LN 23	24,226.	13,393.		10,833.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	164,867.	178,503.
TOTAL TO FORM 990-PF, PART II, LINE 10B	164,867.	178,503.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

COPY

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	COST	320,670.	333,343.
TOTAL TO FORM 990-PF, PART II, LINE 13		320,670.	333,343.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	2,380.	2,380.	0.
TOTAL TO FM 990-PF, PART II, LN 14	2,380.	2,380.	0.

The Diane & Harry Levin Foundation
51-0351044
990-PF, Part II, Line 10b

Corporate Stocks

Valuation Method for Book Value	Description of Investment	Ending Book Balance	FMV at Year-End
	Stocks		
cost	125 Shs. Abott Laboratories	6,606.06	5,988 75
cost	115 Shs. AGL Resources Inc	4,483 84	4,122.75
cost	160 Shs AT&T Inc	4,534.38	4,700.80
cost	200 Shs Automatic Data Processing Inc	7,449 28	9,256.00
cost	75 Shs Chevron Corporation	5,756.25	6,843.75
cost	75 Shs. Chubb Corp	4,373 25	4,473.00
cost	105 Shs Concophillips	5,664 74	7,150 50
cost	115 Shs. Emerson Electric Co	5,577.33	6,574 55
cost	30 Shs. International Business Machines Corp	4,206.00	4,402.80
cost	130 Shs Johnson & Johnson	7,261.50	8,040.50
cost	75 Shs McDonalds Corp	5,631 00	5,757 00
cost	195 Shs. Microchip Technology Inc	5,795.21	6,670 95
cost	110 Shs Nstar	4,462.32	4,640 90
cost	120 Shs Pepsico Inc	7,081 39	7,839.60
cost	120 Shs. Philip Morris International Inc	6,759.59	7,023.60
cost	130 Shs Procter & Gamble Co	7,412 44	8,362 90
cost	75 Shs. V F Corp	5,832.00	6,463.50
cost	100 Shs. 3M Company	6,879.88	8,630 00
cost	110 Shs. Roger Communications Inc Cl B	4,329 33	3,809.30
cost	80 Shs. Toronto Dominion Bank	5,748 00	5,944 80
		115,843.79	126,695.95
	Mutual Funds		
cost	253.828 Shs Arbitrage Fund Class I	3,249.00	3,246 46
cost	215.413 Shs First Eagle Gold Fund Class A	6,499 00	7,313 27
cost	243 371 Shs Hussman Invt Tr Strategic Growth Fund	3,249.00	2,991.03
cost	693 343 Shs. IVA Fiduciary Trust	9,998.00	11,183 62
cost	263.117 Shs FPA Fds Trust	6,499.00	7,048 90
cost	133.843 Shs Gateway Trust	3,281 96	3,487 95
cost	279 527 Shs. Greenspring Fund Inc	6,499.00	6,761.76
cost	261 384 Shs Hussman Investment Trust	3,249 00	3,170 59
cost	547.515 Shs Pimco Funds All Asset Fd	6,499 00	6,603 03
		49,022.96	51,806 61
Total		**164,866.75**	**178,502.56**

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The Diane & Harry Levin Foundation
51-0351044
990-PF, Part II, Line 13

Other Investments

Valuation Method for Book Value	Description of Investment	Ending Book Balance	FMV at Year-End
	Bonds		
cost	$15,000 General Motors Accep Corp 7 250% Due 3/2/11	15,081 95	15,095.60
cost	$15,000 Wells Fargo & Co 4.95% Due 10/16/13	15,660 16	16,065 00
cost	$15,000 Goldman Sachs Group Inc 5.15% Due 1/15/14	15,513.50	16,167 33
cost	$15,000 JP Morgan Chase & Co 4.875% Due 3/15/14	15,480.11	15,975 44
cost	$15,000 New Jersey Economic Dev Auth 3.641% Due 12/15/15	15,618 91	15,254.25
cost	$15,000 American Intl Group Inc Medium Term 5.6% Due 10/18/16	13,504 65	15,453.00
		90,859 28	94,010.62
	Certificate of Deposits		
cost	$90,000 Community Shores Bk Muskegon Mich CD 4.6% Due 12/28/11	90,000.00	93,415 50
cost	$25,000 State Bk India Chicago IL CD 4.7% Due 12/19/12	25,000.00	26,666.25
cost	$25,000 State Bk India Chicago IL CD 4.8% Due 12/28/12	25,000.00	26,728.25
cost	$40,000 Discover Bk Greenwood Del CD 3 4% Due 11/6/13	40,000.00	41,940.40
cost	$15,000 Barclays Bk Del Retail CD 3.25% Due 7/29/14	15,000.00	15,625.05
		195,000 00	204,375.45
	Mutual Funds		
cost	632.911 Shs. Franklin Strategic Ser Income Fd	6,500 00	6,601.26
cost	470.673 Shs. Loomis Sayles Bond Fund	6,500 00	6,692 97
cost	984.84 Shs. Vanguard Limited Term Tax Exempt Fund	10,891 86	10,833 24
cost	816.109 Shs Vanguard Intermediate Term Tax Exempt Fund	10,919.21	10,829 77
		34,811.07	34,957.24
		320,670.35	**333,343.31**

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