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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 , 2010, and ending ,

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

HOWARD AND IRENE LEVINE
FAMILY FOUNDATION
991 VISTA RIDGE LANE
WESTLAKE VILLAGE, CA 91362

A Employer identification number: 95-4663360

B Telephone number (see the instructions): 805-371-0010

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 9,086,306.

J Accounting method [X] Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	1,022,965.			
	2 Ck ► ☐ if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	72,500.	72,500.	72,500.	
	4 Dividends and interest from securities	304,461.	304,461.	304,461.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	1,045,786.			
	b Gross sales price for all assets on line 6a 10,295,446.				
	7 Capital gain net income (from Part IV, line 2)		1,045,786.		
	8 Net short-term capital gain			1,045,786.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	2,445,712.	1,422,747.	1,422,747.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	4,000.			
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Stm 2	1,500.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	5,500.			
	25 Contributions, gifts, grants paid Part XV	1,029,215.			1,029,215.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,034,715.	0.	0.	1,029,215.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	1,410,997.			
	b **Net investment income** (if negative, enter -0-)		1,422,747.		
	c **Adjusted net income** (if negative, enter -0-)			1,422,747.	

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BAA 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 (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	186,488.	616,239.	616,239.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	220,475.	550,346.	730,029.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ►			
	Less. accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► See Statement 3)	7,474,517.	7,639,499.	7,740,038.
	16 **Total assets** (to be completed by all filers – see instructions. Also, see page 1, item I)	7,881,480.	8,806,084.	9,086,306.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	7,881,480.	8,806,804.	
	30 **Total net assets or fund balances** (see the instructions)	7,881,480.	8,806,804.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	7,881,480.	8,806,804.	

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	7,881,480.
2	Enter amount from Part I, line 27a	2	1,410,997.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	9,292,477.
5	Decreases not included in line 2 (itemize) ► See Statement 4	5	486,393.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	8,806,084.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE ATTACHED	P	Various	Various
b SEE ATTACHED	P	Various	Various
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	10,295,128.		9,249,660.	1,045,468.
b	318.			318.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				1,045,468.
b				318.
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7	2	1,045,786.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8	3	1,045,786.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	304,007.	6,954,007.	0.043717
2008	309,877.	5,558,253.	0.055751
2007	75,850.	2,478,163.	0.030607
2006	39,175.	1,461,841.	0.026798
2005	27,175.	936,328.	0.029023

2	**Total** of line 1, column (d)	2	0.185896
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.037179
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	8,121,995.
5	Multiply line 4 by line 3	5	301,968.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,227.
7	Add lines 5 and 6	7	316,195.
8	Enter qualifying distributions from Part XII, line 4	8	1,029,215.

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 the instructions)

1 a 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 instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	14,227.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	14,227.
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	14,227.
6 Credits/Payments:			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a 494.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 4,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	4,494.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached		8	74.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	9,807.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ►	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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 the 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?	4b	N/A	
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, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► N/A			
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

Part VII-A Statements Regarding Activities (Continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see 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 ► HOWARD LEVINE Telephone no ► 805-371-0010

Located at ► 991 VISTA RIDGE LN, WESTLAKE VILLAGE, CA ZIP + 4 ► 91362

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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 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 the instructions)?	1b	N/A	
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 ► 20__ , 20__ , 20__ , 20__			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions)	2b	N/A	
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If 'Yes,' did it have excess business holdings in 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)*	3b	N/A	
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

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

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

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

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

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

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

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

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

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? **7b**

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

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

(a) Name and address	**(b)** Title and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
HOWARD LEVINE 991 VISTA RIDGE LANE WESTLAKE VILLAGE, CA 91362	President 0	0.	0.	0.
IRENE LEVINE 991 VISTA RIDGE LANE WESTLAKE VILLAGE, CA 91362	Vice Preside 0	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 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	712,989.
b Average of monthly cash balances		1b	303,070.
c Fair market value of all other assets (see instructions)		1c	7,229,621.
d **Total** (add lines 1a, b, and c)		1d	8,245,680.
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	8,245,680.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	123,685.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	8,121,995.
6 **Minimum investment return.** Enter 5% of line 5		6	406,100.

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	406,100.
2a Tax on investment income for 2010 from Part VI, line 5	2a 14,227.		
b Income tax for 2010 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	14,227.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	391,873.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	391,873.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	391,873.

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	1,029,215.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,029,215.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	14,227.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,014,988.

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				391,873.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			114,348.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 1,029,215.				
a Applied to 2009, but not more than line 2a			114,348.	
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				391,873.
e Remaining amount distributed out of corpus	522,994.			
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	522,994.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	522,994.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010 522,994.				

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 organization had $5,000 or more in assets at any time during the year — see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (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 ▶ [X] 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

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 5				
Total			► **3a**	1,029,215.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
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		14	72,500.	
4 Dividends and interest from securities	14		14	304,461.	
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					1,045,786.
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)				376,961.	1,045,786.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	1,422,747.

(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) (See the instructions)
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			

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

Howard Levine — Signature of officer or trustee; Date 15/26/11; Title PRES.

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
Walt Bekka	Walt B	5/26/11	☐	N/A

Firm's name ▶ Brighton Financial Network, Inc. — Firm's EIN ▶ N/A

Firm's address ▶ 27441 Tourney Rd, Ste 200, Valencia, CA 91355 — Phone no (661) 295-4691

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	Employer identification number
HOWARD AND IRENE LEVINE FAMILY FOUNDATION	95-4663360

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 their 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).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization: HOWARD AND IRENE LEVINE

Employer identification number: 95-4663360

Part I **Contributors** (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HOWARD AND IRENE LEVINE 991 VISTA RIDGE LANE WESTLAKE VILLAGE, CA 91362,	$ 1,022,965.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization: HOWARD AND IRENE LEVINE

Employer identification number: 95-4663360

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
1	SECUTITES	$ 1,022,965.	12/21/10

(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: HOWARD AND IRENE LEVINE

Employer identification number: 95-4663360

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 cols **(a)** through **(e)** **and** the following line entry

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year. (Enter this information once. See instructions) ► $ N/A

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

(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

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	$ 4,000.			
Total	$ 4,000.	$ 0.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX	$ 1,500.			
Total	$ 1,500.	$ 0.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
ALTA COMMUNITY INVESTMENT - NOTE	$ 1,000,000.	
ALTA EQUITY NOTE		$ 1,000,000.
MUTUAL FUNDS	6,639,499.	6,740,038.
Total	$ 7,639,499.	$ 7,740,038.

Statement 4
Form 990-PF, Part III, Line 5
Other Decreases

BASIS ADJUSTMENT	$ 486,393.
Total	$ 486,393.

Statement 5
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
CAMP RAMAH 15600 MULHOLLAND DR LOS ANGELES, CA 90077,	N/A	N/A	GENERAL OPERTATING PURPOSES	$ 112,875.
VALLEY BETH SHALOM 15739 VENTURA BLVD ENCINO, CA91436,	N/A	N/A	CURRENT OPERATING PURPOSES	51,000.
JEWISH NATIONAL FUND 6700 FALLBROOK AVE, STE 2101 WEST HILLS, CA 91307,	N/A	N/A	GENERAL OPERATING PURPOSES	10,000.
MERCY HOUSING 1999 BROADWAY, SUITE 1000 DENVER, CO 80202	N/A	N/A	GENERAL OPERATING PURPOSE	5,000.
UCLA FOUNDATION 10920 WILSHIRE BLVD., SUITE 900 LOS ANGELES, CA 90024	N/A	N/A	GENERAL OPERATING PURPOSE	825,340.
AMERICAN JEWISH UNIVERSITY 15600 MULHOLLAND DRIVE BEL-AIR, CA 90077	N/A	N/A	GENERAL OPERATING PURPOSES	25,000.
			Total	$ 1,029,215.

REALIZED GAINS AND LOSSES

Levine Family Foundation
Fidelity Investments Account #674218456
January 01, 2010 to December 31, 2010

Realized Gains and Losses Summary	Cost Basis	Proceeds	Gains / Losses
Short Term	6,693,871 61	7,236,719 83	542,848 22
Long Term	2,555,788 38	3,058,407 85	502,619 47
Capital Gain Distributions			Gains / Losses
Long Term			317 81
Five Year			-
Total Realized Gains and Losses	$9,249,659 99	$10,295,127 68	$1,045,785 50

Open Date	Close Date	Security Name	Quantity	Cost Basis	Proceeds	Short Term	Long Term
12/18/2008	1/8/2010	PIMCO Low Dur Fd/US - INS	96,618 36	898,550 72	999,975 00		101,424 28
3/18/2009	1/27/2010	NatixisLoomisSayles Strat Incm - Y	132,379 69	1,363,523 96	1,837,407 12	473,883 16	
3/23/2009	1/27/2010	NatixisLoomisSayles Strat Incm - Y	1,585 32	16,344 66	22,003 98	5,659 32	
4/27/2009	1/27/2010	NatixisLoomisSayles Strat Incm - Y	1,414 40	15,233 11	19,631 65	4,398 54	
5/26/2009	1/27/2010	NatixisLoomisSayles Strat Incm - Y	1,392 39	15,928 95	19,326 15	3,397 20	
6/23/2009	1/27/2010	NatixisLoomisSayles Strat Incm - Y	915 75	10,924 85	12,710 40	1,785 55	
7/28/2009	1/27/2010	NatixisLoomisSayles Strat Incm - Y	948 73	11,783 27	13,168 25	1,384 98	
8/25/2009	1/27/2010	NatixisLoomisSayles Strat Incm - Y	1,005 46	12,879 99	13,955 67	1,075 68	
9/22/2009	1/27/2010	NatixisLoomisSayles Strat Incm - Y	850 18	11,281 94	11,800 41	518 47	
10/27/2009	1/27/2010	NatixisLoomisSayles Strat Incm - Y	928 26	12,503 69	12,884 12	380 43	
11/24/2009	1/27/2010	NatixisLoomisSayles Strat Incm - Y	912 38	12,444 87	12,663 68	218 81	
12/22/2009	1/27/2010	NatixisLoomisSayles Strat Incm - Y	981 46	13,455 82	13,622 49	166 67	
1/26/2010	1/27/2010	NatixisLoomisSayles Strat Incm - Y	771 29	10,705 56	10,705 40	(0 16)	
12/18/2008	1/28/2010	PIMCO Low Dur Fd/US - INS	15,429 12	143,490 84	159,975 00		16,484 16
12/18/2008	3/29/2010	PIMCO Low Dur Fd/US - INS	73,175 16	680,528 98	763,197 03		82,668 05
1/1/2009	3/29/2010	PIMCO Low Dur Fd/US - INS	460 93	4,341 91	4,807 32		465 41
2/13/2009	3/29/2010	PIMCO Low Dur Fd/US - INS	10,604 45	100,000 00	110,601 57		10,601 57
2/1/2009	3/29/2010	PIMCO Low Dur Fd/US - INS	750 06	7,095 56	7,822 91		727 35
2/27/2009	3/29/2010	PIMCO Low Dur Fd/US - INS	645 53	5,977 58	6,732 67		755 09
3/31/2009	3/29/2010	PIMCO Low Dur Fd/US - INS	721 03	6,705 57	7,520 14	814 57	
4/30/2009	3/29/2010	PIMCO Low Dur Fd/US - INS	680 12	6,474 78	7,093 51	618 73	
5/29/2009	3/29/2010	PIMCO Low Dur Fd/US - INS	668 51	6,558 07	6,972 37	414 30	
6/30/2009	3/29/2010	PIMCO Low Dur Fd/US - INS	686 41	6,767 98	7,159 05	391 07	
7/31/2009	3/29/2010	PIMCO Low Dur Fd/US - INS	714 55	7,152 60	7,452 51	299 91	
8/31/2009	3/29/2010	PIMCO Low Dur Fd/US - INS	609 06	6,175 82	6,352 28	176 46	

The information contained in this report has been gathered from sources believed to be reliable We do not guarantee the accuracy or completeness of the information, and assume no liability for damages resulting from its use

The realized gain and loss numbers may be incorrect if inaccurate initial cost basis information was received for securities that were transferred into the portfolio from unknown sources

REALIZED GAINS AND LOSSES

CCM

Levine Family Foundation
Fidelity Investments Account #674218456
January 01, 2010 to December 31, 2010

Open Date	Closed Date	Security Name	Quantity	Cost Basis	Proceeds	Short Term	Long Term
9/30/2009	3/29/2010	PIMCO Low Dur Fd/US - INS	545 31	5,567 60	5,687 42	119 82	
10/30/2009	3/29/2010	PIMCO Low Dur Fd/US - INS	478 52	4,919 20	4,990 84	71 64	
11/30/2009	3/29/2010	PIMCO Low Dur Fd/US - INS	401 64	4,148 90	4,188 95	40 05	
12/9/2009	3/29/2010	PIMCO Low Dur Fd/US - INS	148 01	1,525 95	1,543 67	17 72	
12/9/2009	3/29/2010	PIMCO Low Dur Fd/US - INS	20 50	211 32	213 78	2 46	
12/31/2009	3/29/2010	PIMCO Low Dur Fd/US - INS	392 34	4,037 22	4,092 04	54 82	
1/29/2010	3/29/2010	PIMCO Low Dur Fd/US - INS	176 14	1,828 34	1,837 10	8 76	
2/26/2010	3/29/2010	PIMCO Low Dur Fd/US - INS	131 67	1,369 39	1,373 32	3 93	
12/7/2009	4/16/2010	RidgeWorth US Gov Sec Ultra S Bd Fd I	49,652 43	501,498 53	499,975 00	(1,523 53)	
12/23/2009	4/16/2010	JPMorgan Mtg-Backed Sec Fund	45,207 96	495,033 32	499,975 00	4,941 68	
12/7/2009	4/27/2010	RidgeWorth US Gov Sec Ultra S Bd Fd I	49,652 43	501,498 53	499,975 00	(1,523 53)	
12/23/2009	4/27/2010	JPMorgan Mtg-Backed Sec Fund	45,085 66	493,694 18	499,975 00	6,280 82	
12/7/2009	6/22/2010	RidgeWorth US Gov Sec Ultra S Bd Fd I	39,309 00	397,027 94	396,217 14	(810 80)	
12/31/2009	6/22/2010	RidgeWorth US Gov Sec Ultra S Bd Fd I	248 84	2,508 27	2,508 16	(0 11)	
1/8/2010	6/22/2010	RidgeWorth US Gov Sec Ultra S Bd Fd I	16,493 76	166,262 60	166,249 70	(12 90)	
12/23/2009	6/22/2010	JPMorgan Mtg-Backed Sec Fund	89,445 44	979,439 79	999,975 00	20,535 21	
6/12/2007	7/13/2010	Berkshire Hathaway Inc Class B	1,150 00	83,373 30	92,036 61		8,663 31
1/8/2010	7/13/2010	RidgeWorth US Gov Sec Ultra S Bd Fd I	49,554 01	499,521 11	499,975 00	453 89	
1/8/2010	12/15/2010	RidgeWorth US Gov Sec Ultra S Bd Fd I	8,356 99	84,241 29	83,983 62	(257 67)	
1/29/2010	12/15/2010	RidgeWorth US Gov Sec Ultra S Bd Fd I	401 93	4,051 46	4,039 21	(12 25)	
2/23/2010	12/15/2010	RidgeWorth US Gov Sec Ultra S Bd Fd I	39,682 54	400,025 00	398,789 82	(1,235 18)	
2/26/2010	12/15/2010	RidgeWorth US Gov Sec Ultra S Bd Fd I	358 08	3,605 90	3,598 56	(7 34)	
3/31/2010	12/15/2010	RidgeWorth US Gov Sec Ultra S Bd Fd I	377 92	3,805 63	3,797 89	(7 74)	
4/30/2010	12/15/2010	RidgeWorth US Gov Sec Ultra S Bd Fd I	292 29	2,943 37	2,937 38	(5 99)	
5/28/2010	12/15/2010	RidgeWorth US Gov Sec Ultra S Bd Fd I	206 46	2,077 02	2,074 85	(2 17)	
6/30/2010	12/15/2010	RidgeWorth US Gov Sec Ultra S Bd Fd I	200 59	2,021 95	2,015 83	(6 12)	
7/30/2010	12/15/2010	RidgeWorth US Gov Sec Ultra S Bd Fd I	105 45	1,062 94	1,059 72	(3 22)	
8/31/2010	12/15/2010	RidgeWorth US Gov Sec Ultra S Bd Fd I	68 96	695 16	693 05	(2 11)	
9/30/2010	12/15/2010	RidgeWorth US Gov Sec Ultra S Bd Fd I	65 88	664 69	662 02	(2 67)	
11/1/2010	12/15/2010	RidgeWorth US Gov Sec Ultra S Bd Fd I	102 45	1,033 71	1,029 56	(4 15)	
12/1/2010	12/15/2010	RidgeWorth US Gov Sec Ultra S Bd Fd I	99 37	1,001 65	998 61	(3 04)	
12/23/2009	12/15/2010	JPMorgan Mtg-Backed Sec Fund	2,909 34	31,857 71	32,699 42	841 71	
1/4/2010	12/15/2010	JPMorgan Mtg-Backed Sec Fund	1,005 40	10,958 90	11,300 18	341 28	
2/1/2010	12/15/2010	JPMorgan Mtg-Backed Sec Fund	817 35	8,999 04	9,186 57	187 53	

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REALIZED GAINS AND LOSSES

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Levine Family Foundation
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2/23/2010	12/15/2010	JPMorgan Mtg-Backed Sec Fund	36,231 88	400,025 00	407,226 33	7,201 33	
3/1/2010	12/15/2010	JPMorgan Mtg-Backed Sec Fund	962 19	10,593 75	10,814 52	220 77	
4/1/2010	12/15/2010	JPMorgan Mtg-Backed Sec Fund	966 39	10,639 93	10,861 67	221 74	
5/3/2010	12/15/2010	JPMorgan Mtg-Backed Sec Fund	597 73	6,616 90	6,718 19	101 29	
6/1/2010	12/15/2010	JPMorgan Mtg-Backed Sec Fund	561 87	6,247 98	6,315 10	67 12	
7/1/2010	12/15/2010	JPMorgan Mtg-Backed Sec Fund	169 43	1,894 24	1,904 31	10 07	
8/2/2010	12/15/2010	JPMorgan Mtg-Backed Sec Fund	200 83	2,255 30	2,257 20	1 90	
9/1/2010	12/15/2010	JPMorgan Mtg-Backed Sec Fund	181 00	2,043 43	2,034 28	(9 15)	
10/1/2010	12/15/2010	JPMorgan Mtg-Backed Sec Fund	188 96	2,140 96	2,123 85	(17 11)	
11/1/2010	12/15/2010	JPMorgan Mtg-Backed Sec Fund	193 04	2,194 83	2,169 63	(25 20)	
12/1/2010	12/15/2010	JPMorgan Mtg-Backed Sec Fund	190 41	2,159 30	2,140 14	(19 16)	
3/20/2009	12/21/2010	Patterson Companies Inc	24 00	425 52	743 74		318 22
4/20/2009	12/21/2010	Whirlpool Corp	18 00	627 48	1,599 45		971 97
1/15/2009	12/21/2010	Yahoo! Inc	12 00	139 32	199 47		60 15
3/20/2009	12/21/2010	Yahoo! Inc	21 00	285 60	349 07		63 47
1/15/2009	12/21/2010	United Parcel Services Inc- Cl B	27 00	1,304 10	1,969 61		665 51
3/20/2009	12/21/2010	United Parcel Services Inc- Cl B	1 00	44 71	72 95		28 24
1/14/2010	12/21/2010	United Parcel Services Inc- Cl B	5 00	311 00	364 74	53 74	
8/20/2010	12/21/2010	Church & Dwight Inc	4 00	243 64	277 87	34 23	
1/15/2009	12/21/2010	KLA-Tencor Corp	33 00	678 81	1,306 44		627 63
3/19/2010	12/21/2010	Travelers Cos Inc	3 00	160 38	167 87	7 49	
6/10/2010	12/21/2010	Travelers Cos Inc	2 00	99 98	111 92	11 94	
7/1/2008	12/21/2010	Home Depot Inc	76 00	1,763 96	2,668 31		904 35
2/17/2009	12/21/2010	Home Depot Inc	2 00	39 88	70 22		30 34
2/17/2009	12/21/2010	Ashland Inc	35 00	238 70	1,852 51		1,613 81
1/14/2010	12/21/2010	Crown Holdings Inc	9 00	232 65	304 19	71 54	
1/14/2010	12/21/2010	Kraft Foods Inc	13 00	378 56	414 17	35 61	
6/10/2010	12/21/2010	Kraft Foods Inc	8 00	235 04	254 87	19 83	
3/20/2009	12/21/2010	Textron Inc	93 00	552 42	2,189 18		1,636 76
3/20/2009	12/21/2010	AllSt Corp The	56 00	1,041 04	1,785 80		744 76
2/17/2009	12/21/2010	Sysco Corp	40 00	920 40	1,173 57		253 17
3/20/2009	12/21/2010	Sysco Corp	3 00	67 80	88 02		20 22
6/22/2009	12/21/2010	AMR Corp	63 00	258 30	505 88		247 58
5/10/2010	12/21/2010	Air Products & Chemicals Inc	5 00	362 95	453 59	90 64	

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6/10/2010	12/21/2010	Air Products & Chemicals Inc	6 00	413 46	544 31	130 85	
7/1/2008	12/21/2010	Career Edu Corp	10 00	148 70	198 50		49 80
8/20/2010	12/21/2010	Career Edu Corp	5 00	87 70	99 25	11 55	
8/20/2010	12/21/2010	CSX Corp	20 00	995 80	1,278 97	283 17	
11/13/2008	12/21/2010	Carnival Corp	31 00	606 67	1,401 17		794 50
11/13/2008	12/21/2010	Benchmark Electronics Inc	45 00	508 05	814 51		306 46
10/13/2008	12/21/2010	Frontier Communications Corp	3 62	27 03	34 22		7 19
6/10/2010	12/21/2010	Frontier Communications Corp	10 38	76 02	98 22	22 20	
7/23/2009	12/21/2010	Gannett Co Inc	34 00	193 12	514 75		321 63
3/20/2009	12/21/2010	Caterpillar Inc	45 00	1,218 15	4,262 35		3,044 20
4/20/2009	12/21/2010	Caterpillar Inc	3 00	91 44	284 16		192 72
6/10/2010	12/21/2010	Apache Corp	10 00	932 60	1,182 29	249 69	
1/14/2010	12/21/2010	Brinker Intl Inc	20 00	309 00	424 59	115 59	
4/20/2009	12/21/2010	TRW Automotive Holdings Corp	53 00	329 66	2,835 98		2,506 32
3/19/2010	12/21/2010	Johnson & Johnson Co	5 00	325 55	311 97	(13 58)	
1/14/2010	12/21/2010	Lowes Cos Inc	4 00	92 76	103 24	10 48	
8/20/2010	12/21/2010	Lowes Cos Inc	7 00	144 48	180 66	36 18	
2/17/2009	12/21/2010	Prudential Financial Inc	19 00	429 21	1,131 06		701 85
3/20/2009	12/21/2010	Prudential Financial Inc	34 00	567 46	2,024 00		1,456 54
11/13/2008	12/21/2010	Viacom Inc	29 00	464 29	1,126 95		662 66
1/14/2010	12/21/2010	Viacom Inc	17 00	509 49	660 62	151 13	
3/19/2010	12/21/2010	ConocoPhillips	46 00	2,409 02	3,067 22	658 20	
1/15/2009	12/21/2010	Del Monte Foods Co (Acquired 3/9/11)	22 00	155 32	412 51		257 19
3/20/2009	12/21/2010	Del Monte Foods Co (Acquired 3/9/11)	48 00	349 92	900 01		550 09
5/10/2010	12/21/2010	Marathon Oil Corp	53 00	1,673 74	1,920 71	246 97	
12/15/2008	12/21/2010	Amazon Com Inc	9 00	439 65	1,663 08		1,223 43
3/20/2009	12/21/2010	Lincoln National Corp Ind	60 00	438 60	1,723 81		1,285 21
1/15/2009	12/21/2010	Wellpoint Inc	5 00	189 25	282 94		93 69
2/17/2009	12/21/2010	Wellpoint Inc	12 00	502 68	679 07		176 39
3/20/2009	12/21/2010	Wellpoint Inc	9 00	318 33	509 30		190 97
5/10/2010	12/21/2010	Wellpoint Inc	11 00	562 54	622 48	59 94	
11/13/2008	12/21/2010	EMC Corp	99 00	1,019 70	2,269 04		1,249 34
3/20/2009	12/21/2010	Macerich Co	37 00	229 03	1,716 40		1,487 37
3/19/2010	12/21/2010	Hormel Foods	17.00	703 80	875 33	171 53	

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6/22/2009	12/21/2010	Central European Media Enterprises Ltd	20 00	335 20	399 59		64 39
4/25/2008	12/21/2010	Amgen Inc	8 00	335 75	458 24		122 49
6/10/2010	12/21/2010	Amgen Inc	21 00	1,134 21	1,202 87	68 66	
3/20/2009	12/21/2010	Assurant Inc	19 00	406 03	724 64		318 61
1/15/2009	12/21/2010	Goodrich Corp	14 00	529 76	1,230 58		700 82
4/20/2009	12/21/2010	Goodrich Corp	5 00	205 85	439 49		233 64
12/18/2009	12/21/2010	MBIA Inc	113 00	392 11	1,124 79		732 68
3/20/2009	12/21/2010	Allegheny Tech Inc New	25 00	514 50	1,473 49		958 99
2/17/2009	12/21/2010	Tiffany & Co	19 00	378 48	1,244 47		865 99
1/15/2009	12/21/2010	Pepsico Inc	11 00	555 83	718 84		163 01
4/20/2009	12/21/2010	Pepsico Inc	24 00	1,196 64	1,568 37		371 73
6/10/2010	12/21/2010	Pepsico Inc	2 00	127 68	130 69	3 01	
1/15/2009	12/21/2010	United Technologies Corp	22 00	1,093 18	1,746 11		652 93
4/20/2009	12/21/2010	United Technologies Corp	12 00	549 72	952 42		402 70
11/13/2008	12/21/2010	Occidental Petroleum Corp	22 00	1,087 80	2,130 45		1,042 65
12/15/2008	12/21/2010	Best Buy Inc	16 00	375 52	535 83		160 31
2/17/2009	12/21/2010	Best Buy Inc	9 00	253 53	301 40		47 87
1/14/2010	12/21/2010	Old RePub Intl Corp	17 00	179 52	231 19	51 67	
10/13/2008	12/21/2010	AmerisourceBergen Corp	20 00	318 48	673 19		354 71
3/20/2009	12/21/2010	AmerisourceBergen Corp	32 00	489 28	1,077 10		587 82
11/13/2008	12/21/2010	Cisco Systems Inc	54 00	926 38	1,053 58		127 20
6/10/2010	12/21/2010	Cisco Systems Inc	60 00	1,367 40	1,170 65	(196 75)	
10/13/2008	12/21/2010	Goldman Sachs Group Inc	3 00	337 04	506 27		169 23
12/15/2008	12/21/2010	Goldman Sachs Group Inc	13 00	863 98	2,193 84		1,329 86
2/17/2009	12/21/2010	Goldman Sachs Group Inc	5 00	428 55	843 79		415 24
6/10/2010	12/21/2010	Costco Wholesale Corp	23 00	1,325 95	1,665 40	339 45	
3/20/2009	12/21/2010	AK Steel Holding Corp	18 00	124 38	300 05		175 67
3/20/2009	12/21/2010	Devon Energy Corp	22 00	1,047 20	1,639 86		592 66
4/20/2009	12/21/2010	Devon Energy Corp	5 00	241 50	372 70		131 20
2/17/2009	12/21/2010	News Corp Inc - Cl B	70 00	477 40	1,131 18		653 78
2/17/2009	12/21/2010	AMB Property Corp	12 00	157 20	378 11		220 91
3/20/2009	12/21/2010	AMB Property Corp	12 00	144 60	378 11		233 51
3/20/2009	12/21/2010	Aflac Inc	38 00	698 44	2,149 26		1,450 82
4/20/2009	12/21/2010	Northrop Grumman Corp	4 00	188 00	258 15		70 15

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5/28/2008	12/21/2010	Wells Fargo & Co New	63 00	1,730 61	1,941 69		211 08
12/15/2008	12/21/2010	Wells Fargo & Co New	27 00	703 89	832 15		128 26
3/19/2010	12/21/2010	Wells Fargo & Co New	76 00	2,308 88	2,342 37	33 49	
3/20/2009	12/21/2010	Moog Inc	31 00	654 41	1,209 90		555 49
11/4/2009	12/21/2010	Synovus Financial Corp	309 00	614 91	784 84		169 93
3/20/2009	12/21/2010	Jones Lang Lasalle Inc	20 00	396 60	1,708 18		1,311 58
4/20/2009	12/21/2010	Fifth Third Bancorp	187 00	682 55	2,666 96		1,984 41
5/21/2009	12/21/2010	Fortune Brands	5 00	175 90	304 94		129 04
1/14/2010	12/21/2010	Fortune Brands	1 00	44 77	60 99	16 22	
3/19/2010	12/21/2010	NextEra Energy Inc	22 00	1,059 52	1,127 04	67 52	
2/17/2009	12/21/2010	Chubb Corp	24 00	945 60	1,423 18		477 58
2/17/2009	12/21/2010	News Corp Ltd A	184 00	1,126 08	2,666 11		1,540 03
3/20/2009	12/21/2010	Chico's Fas Inc	44 00	201 08	530 19		329 11
2/17/2009	12/21/2010	Kimberly Clark Corp	8 00	390 40	503 99		113 59
3/19/2010	12/21/2010	Kimberly Clark Corp	16 00	982 88	1,007 99	25 11	
3/19/2010	12/21/2010	Sunoco Inc	9 00	268 11	360 44	92 33	
3/20/2009	12/21/2010	Reliance Stl & Alum Co	15 00	353 55	763 94		410 39
10/13/2008	12/21/2010	Pfizer Inc	6 00	98 88	104 22		5 34
1/15/2009	12/21/2010	Pfizer Inc	17 00	295 63	295 30		(0 33)
11/4/2009	12/21/2010	Pfizer Inc	12 00	203 16	208 45		5 29
3/19/2010	12/21/2010	Pfizer Inc	183 00	3,094 53	3,178 86	84 33	
10/13/2008	12/21/2010	Microsoft Corp	22 00	546 48	618 41		71 93
11/4/2009	12/21/2010	Microsoft Corp	4 00	112 24	112 44		0 20
1/14/2010	12/21/2010	Microsoft Corp	96 00	2,972 16	2,698 51	(273 65)	
3/19/2010	12/21/2010	Microsoft Corp	35 00	1,036 35	983 83	(52 52)	
7/20/2010	12/21/2010	Microsoft Corp	5 00	127 35	140 55	13 20	
2/17/2009	12/21/2010	American Express Company	76 00	1,060 96	3,286 18		2,225 22
4/20/2009	12/21/2010	American Express Company	9 00	170 82	389 15		218 33
3/20/2009	12/21/2010	Torchmark Corp	15 00	371 85	912 74		540 89
12/15/2008	12/21/2010	Sempra Energy	23 00	943 69	1,194 82		251 13
6/22/2009	12/21/2010	Sempra Energy	1 00	49 76	51 95		2 19
9/2/2009	12/21/2010	American International Group Inc	20 00	759 00	1,102 79		343 79
3/19/2010	12/21/2010	American International Group Inc	9 00	313 20	496 25	183 05	
7/20/2010	12/21/2010	American International Group Inc	5 00	181 55	275 70	94 15	

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11/13/2008	12/21/2010	Marvell Technology Group	72 00	435 60	1,371 57		935 97
11/13/2008	12/21/2010	Target Inc	6 00	209 69	359 18		149 49
3/20/2009	12/21/2010	Target Inc	11 00	333 85	658 50		324 65
1/14/2010	12/21/2010	Target Inc	13 00	651 30	778 23	126 93	
2/17/2009	12/21/2010	Simon Property Group	20 00	703 00	1,968 56		1,265 56
4/20/2009	12/21/2010	CBS Corp (New) Class B	181 00	1,040 75	3,493 24		2,452 49
11/13/2008	12/21/2010	UnitedHealth Group Inc	17 00	349 72	600 35		250 63
3/20/2009	12/21/2010	UnitedHealth Group Inc	7 00	144 41	247 20		102 79
6/10/2010	12/21/2010	UnitedHealth Group Inc	37 00	1,135 90	1,306 63	170 73	
3/20/2009	12/21/2010	Illinois Tool Works Inc	33 00	915 42	1,753 59		838 17
1/15/2009	12/21/2010	Hospira Inc	6 00	150 12	341 99		191 87
3/20/2009	12/21/2010	Hospira Inc	12 00	301 20	683 99		382 79
12/15/2008	12/21/2010	Crane Co	31 00	463 45	1,247 10		783 65
9/11/2008	12/21/2010	Oracle Corp	4 00	77 28	126 96		49 68
6/10/2010	12/21/2010	Oracle Corp	57 00	1,265 40	1,809 15	543 75	
1/14/2010	12/21/2010	Intl Business Machines Corp	5 00	661 55	729 39	67 84	
3/19/2010	12/21/2010	Intl Business Machines Corp	13 00	1,660 23	1,896 40	236 17	
1/15/2009	12/21/2010	Spectra Energy Corp	40 00	600 80	998 41		397 61
4/20/2009	12/21/2010	Spectra Energy Corp	31 00	450 12	773 76		323 64
3/20/2009	12/21/2010	Motorola Inc (Pre-merger)	303 00	1,199 88	2,729 98		1,530 10
12/15/2008	12/21/2010	ChevronTexaco Corp	17 00	1,329 57	1,518 24		188 67
11/4/2009	12/21/2010	ChevronTexaco Corp	5 00	381 40	446 54		65 14
12/18/2009	12/21/2010	ChevronTexaco Corp	34 00	2,614 60	3,036 49		421 89
1/14/2010	12/21/2010	ChevronTexaco Corp	18 00	1,431 90	1,607 55	175 65	
8/20/2010	12/21/2010	ChevronTexaco Corp	3 00	225 15	267 93	42 78	
5/28/2008	12/21/2010	Family Dollar Stores Inc	8 00	164 00	393 91		229 91
3/20/2009	12/21/2010	3M Co	19 00	872 67	1,644 99		772 32
11/13/2008	12/21/2010	Honeywell Intl Inc	43 00	1,209 16	2,302 61		1,093 45
12/15/2008	12/21/2010	Intel Corp	24 00	350 16	506 90		156 74
2/17/2009	12/21/2010	Intel Corp	44 00	581 24	929 31		348 07
1/14/2010	12/21/2010	Intel Corp	36 00	772 20	760 35	(11 85)	
3/19/2010	12/21/2010	Intel Corp	5 00	110 05	105 60	(4 45)	
7/20/2010	12/21/2010	Intel Corp	5 00	108 25	105 60	(2 65)	
3/20/2009	12/21/2010	AES Corp	125 00	802 50	1,520 11		717 61

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12/15/2008	12/21/2010	Cigna Corp	25 00	365 75	924 48		558 73
3/20/2009	12/21/2010	Terex Corp New	41 00	373 92	1,245 55		871 63
3/20/2009	12/21/2010	Masco Corp	108 00	712 80	1,416 28		703 48
12/15/2008	12/21/2010	Limited Brands Inc	33 00	278 52	1,049 05		770 53
2/17/2009	12/21/2010	Limited Brands Inc	6 00	46 20	190 74		144 54
1/14/2010	12/21/2010	Limited Brands Inc	15 00	298 80	476 84	178 04	
2/17/2009	12/21/2010	MetLife Inc	35 00	843 15	1,561 15		718 00
1/14/2010	12/21/2010	MetLife Inc	1 00	38 28	44 60	6 32	
1/14/2010	12/21/2010	Cincinnati Financial Corp	8 00	216 24	254 79	38 55	
3/20/2009	12/21/2010	Brightpoint Inc	97 00	406 43	875 41		468 98
12/15/2008	12/21/2010	FMC Technologies Inc	21 00	493 71	1,838 30		1,344 59
3/20/2009	12/21/2010	Seagate Technology Inc	104 00	478 40	1,538 13		1,059 73
1/14/2010	12/21/2010	Boeing Co	11 00	677 16	706 52	29 36	
3/20/2009	12/21/2010	International Paper Co	100 00	708 00	2,684 08		1,976 08
3/20/2009	12/21/2010	Delta Air Lines Inc	108 00	542 16	1,370 50		828 34
11/4/2009	12/21/2010	Delta Air Lines Inc	23 00	164 68	291 86		127 18
10/13/2008	12/21/2010	PG & E Corp	29 00	946 85	1,394 60		447 75
2/17/2009	12/21/2010	Capital One Financial Corp	33 00	334 29	1,391 25		1,056 96
3/20/2009	12/21/2010	Capital One Financial Corp	30 00	340 20	1,264 78		924 58
3/20/2009	12/21/2010	Developers Diversified Realty Corp	105 00	211 05	1,437 65		1,226 60
7/21/2009	12/21/2010	Developers Diversified Realty Corp	1 00	4 49	13 69		9 20
3/20/2009	12/21/2010	Entergy Corp	14 00	938 70	986 99		48 29
4/20/2009	12/21/2010	Entergy Corp	2 00	133 24	141 00		7 76
12/15/2008	12/21/2010	Altria Group Inc	9 00	136 89	227 61		90 72
2/17/2009	12/21/2010	Altria Group Inc	26 00	404 82	657 53		252 71
1/14/2010	12/21/2010	Altria Group Inc	61 00	1,243 18	1,542 66	299 48	
3/19/2010	12/21/2010	Altria Group Inc	8 00	162 72	202 32	39 60	
5/10/2010	12/21/2010	Altria Group Inc	4 00	86 32	101 16	14 84	
7/20/2010	12/21/2010	Altria Group Inc	12 00	258 24	303 46	45 22	
3/20/2009	12/21/2010	XL Group PLC	109 00	462 16	2,357 09		1,894 93
1/15/2009	12/21/2010	Union Pacific Corp	18 00	742 14	1,657 95		915 81
11/4/2009	12/21/2010	Susquehanna Bancshares Inc	39 00	209 04	369 32		160 28
12/18/2009	12/21/2010	Susquehanna Bancshares Inc	87 00	507 02	823 87		316 85
2/17/2009	12/21/2010	SunTrust Banks Inc	93 00	661 23	2,593 72		1,932 49

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12/15/2008	12/21/2010	Paccar Inc	23 00	617 55	1,315 80		698 25
3/20/2009	12/21/2010	Bank of America Corp	938 00	5,806 22	12,156 27		6,350 05
3/20/2009	12/21/2010	Interpublic Group of Cos Inc	79 00	314 42	862 66		548 24
2/17/2009	12/21/2010	Chesapeake Energy Corp	31 00	530 72	785 22		254 50
3/20/2009	12/21/2010	Chesapeake Energy Corp	15 00	264 60	379 94		115 34
12/15/2008	12/21/2010	Weatherford Intl Inc	55 00	567 05	1,254 80		687 75
6/10/2010	12/21/2010	McDonalds Corp	4 00	277 48	307 27	29 79	
1/14/2010	12/21/2010	Tellabs Inc	38 00	229 14	257 06	27 92	
3/20/2009	12/21/2010	Prologis Trust Share Ben Int	25 00	134 75	356 76		222 01
3/20/2009	12/21/2010	Alcoa Inc	142 00	928 68	2,118 79		1,190 11
7/23/2009	12/21/2010	Alcoa Inc	14 00	151 20	208 89		57 69
4/20/2009	12/21/2010	BB&T Corp	3 00	59 37	78 54		19 17
1/14/2010	12/21/2010	BB&T Corp	4 00	114 08	104 71	(9 37)	
7/1/2008	12/21/2010	JPMorgan Chase & Co	25 00	850 50	1,028 01		177 51
9/11/2008	12/21/2010	JPMorgan Chase & Co	7 00	291 55	287 84		(3 71)
7/23/2009	12/21/2010	JPMorgan Chase & Co	35 00	1,335 25	1,439 21		103 96
3/19/2010	12/21/2010	JPMorgan Chase & Co	30 00	1,303 50	1,233 61	(69 89)	
7/20/2010	12/21/2010	JPMorgan Chase & Co	38 00	1,505 94	1,562 58	56 64	
11/13/2008	12/21/2010	Omnicom Group Inc	34 00	855 40	1,589 13		733 73
1/14/2010	12/21/2010	Life Technologies Corp	3 00	155 40	165 62	10 22	
11/13/2008	12/21/2010	Avnet Inc	38 00	587 06	1,244 47		657 41
8/20/2010	12/21/2010	Ross Stores Inc	13 00	647 53	820 55	173 02	
11/13/2008	12/21/2010	U S Cellular Corp	7 00	231 40	340 33		108 93
1/14/2010	12/21/2010	U S Cellular Corp	5 00	200 70	243 10	42 40	
3/20/2009	12/21/2010	Humana Inc	19 00	464 17	1,042 51		578 34
12/15/2008	12/21/2010	Boyd Gaming Corp	39 00	158 34	385 31		226 97
3/20/2009	12/21/2010	Boyd Gaming Corp	33 00	127 05	326 03		198 98
8/20/2010	12/21/2010	Boyd Gaming Corp	14 00	108 08	138 32	30 24	
3/20/2009	12/21/2010	Aetna Inc	22 00	499 18	665 26		166 08
3/19/2010	12/21/2010	Eli Lilly & Co	22 00	795 74	774 17	(21 57)	
3/20/2009	12/21/2010	Liberty Global Inc Cl A	38 00	488 68	1,309 85		821 17
5/10/2010	12/21/2010	Comcast Corp Cl A	14 00	252 84	311 63	58 79	
3/20/2009	12/21/2010	Autoliv Inc	22 00	369 16	1,786 58		1,417 42
2/17/2009	12/21/2010	El du Pont de Nemours and Co	63 00	1,336 23	3,148 05		1,811 82

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CCM

REALIZED GAINS AND LOSSES

Levine Family Foundation
Fidelity Investments Account #674218456
January 01, 2010 to December 31, 2010

Open Date	Closed Date	Security Name	Quantity	Cost Basis	Proceeds	Short Term	Long Term
3/19/2010	12/21/2010	Ugi Corp	11 00	291 72	351 61	59 89	
3/20/2009	12/21/2010	Werner Enterprises	32 00	428 80	727 66		298 86
5/21/2009	12/21/2010	Teekay Shipping Corp	36 00	524 16	1,190 49		666 33
3/20/2009	12/21/2010	Manpower Group	12 00	336 12	779 86		443 74
3/20/2009	12/21/2010	Hartford Finl Svcs Grp	76 00	579 12	2,061 08		1,481 96
12/15/2008	12/21/2010	Universal Health Services Inc CL B	12 00	197 52	520 79		323 27
3/20/2009	12/21/2010	Celanese Corp - Ser A	27 00	316 44	1,113 48		797 04
11/13/2008	12/21/2010	Time Warner Inc	41 00	773 37	1,305 03		531 66
2/17/2009	12/21/2010	Time Warner Inc	3 00	50 28	95 49		45 21
1/14/2010	12/21/2010	Time Warner Inc	22 00	633 38	700 26	66 88	
6/22/2009	12/21/2010	CB Richard Ellis Group Inc	64 00	498 56	1,359 97		861 41
3/20/2009	12/21/2010	Dow Chemical Co	141 00	1,082 88	4,808 12		3,725 24
1/15/2009	12/21/2010	Halliburton Co	35 00	609 70	1,412 22		802 52
6/10/2010	12/21/2010	Halliburton Co	24 00	581 28	968 38	387 10	
12/15/2008	12/21/2010	Henry Schein, Inc	8 00	272 88	495 51		222 63
6/10/2010	12/21/2010	Henry Schein, Inc	7 00	381 57	433 57	52 00	
11/13/2008	12/21/2010	Morgan Stanley	101 00	1,330 32	2,721 90		1,391 58
2/17/2009	12/21/2010	Boston Properties Inc	12 00	449 40	1,017 58		568 18
3/20/2009	12/21/2010	Walt Disney Co The	54 00	942 30	2,019 02		1,076 72
3/20/2009	12/21/2010	NiSource Inc	86 00	829 04	1,495 51		666 47
3/20/2009	12/21/2010	J C Penney Co Inc	23 00	396 75	778 53		381 78
10/13/2008	12/21/2010	Broadcom Corp	22 00	353 50	971 28		617 78
8/20/2010	12/21/2010	Kohl's Corp	13 00	602 16	704 06	101 90	
12/15/2008	12/21/2010	Hewlett-Packard Co	31 00	1,079 42	1,301 06		221 64
2/17/2009	12/21/2010	Hewlett-Packard Co	18 00	618 12	755 46		137 34
3/20/2009	12/21/2010	Apartment Investment & Mgmt Co	35 00	178 85	887 58		708 73
2/17/2009	12/21/2010	CenturyLink Inc	21 00	527 73	981 31		453 58
6/10/2010	12/21/2010	CenturyLink Inc	6 00	205 74	280 37	74 63	
1/15/2009	12/21/2010	CenturyLink Inc	13 00	328 04	607 48		279 44
3/20/2009	12/21/2010	Citigroup Inc	2,806 00	7,351 72	13,272 15		5,920 43
9/11/2009	12/21/2010	PNC Financial Services Group Inc	5 00	211 15	300 19		89 04
1/14/2010	12/21/2010	Parker Hannifin Corp	5 00	293 95	430 09	136 14	
2/17/2009	12/21/2010	Regions Financial	154 00	475 86	991 74		515 88
6/22/2009	12/21/2010	Regions Financial	10 00	38 40	64 40		26 00

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REALIZED GAINS AND LOSSES

Levine Family Foundation
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Open Date	Closed Date	Security Name	Quantity	Cost Basis	Proceeds	Short Term	Long Term
7/23/2009	12/21/2010	Regions Financial	161 00	589 26	1,036 82		447 56
12/15/2008	12/21/2010	Amphenol Corp Cl A	24 00	517 20	1,265 73		748 53
1/31/2008	12/21/2010	Wal-Mart Stores Inc	19 00	966 72	1,020 19		53 47
12/18/2009	12/21/2010	Wal-Mart Stores Inc	56 00	2,959 60	3,006 87		47 27
1/14/2010	12/21/2010	Wal-Mart Stores Inc	23 00	1,246 83	1,234 96	(11 87)	
3/20/2009	12/21/2010	McDermott Intl Inc	7 00	47 52	142 10		94 58
6/10/2010	12/21/2010	McDermott Intl Inc	24 00	271 36	487 18	215 82	
3/20/2009	12/21/2010	CBL & Associates Properties Inc	118 00	244 26	2,081 92		1,837 66
3/20/2009	12/21/2010	Rowan Companies Inc	21 00	282 87	732 89		450 02
3/20/2009	12/21/2010	U S Bancorp New	67 00	899 14	1,779 82		880 68
7/23/2009	12/21/2010	U S Bancorp New	28 00	543 76	743 81		200 05
2/17/2009	12/21/2010	AutoNation Inc	37 00	375 92	1,024 88		648 96
4/20/2009	12/21/2010	Williams Companies Inc	73 00	926 37	1,792 15		865 78
12/15/2008	12/21/2010	Colgate Palmolive Co	9 00	534 60	718 36		183 76
6/10/2010	12/21/2010	Colgate Palmolive Co	6 00	476 82	478 91	2 09	
4/20/2009	12/21/2010	OfficeMax Inc	103 00	513 97	1,837 69		1,323 72
10/13/2008	12/21/2010	Procter & Gamble Co	9 00	571 69	584 09		12 40
12/18/2009	12/21/2010	Procter & Gamble Co	4 00	246 20	259 60		13 40
1/14/2010	12/21/2010	Procter & Gamble Co	45 00	2,771 10	2,920 45	149 35	
6/10/2010	12/21/2010	Procter & Gamble Co	5 00	309 55	324 49	14 94	
11/4/2009	12/21/2010	MetroPCS Communications Inc	98 00	648 76	1,243 59		594 83
5/10/2010	12/21/2010	MetroPCS Communications Inc	43 00	337 12	545 66	208 54	
11/13/2008	12/21/2010	Walgreen Co	39 00	956 71	1,440 74		484 03
6/10/2010	12/21/2010	Walgreen Co	6 00	179 76	221 65	41 89	
12/18/2009	12/21/2010	AT&T Inc	77 00	2,103 64	2,238 35		134 71
3/19/2010	12/21/2010	AT&T Inc	52 00	1,364 48	1,511 61	147 13	
10/13/2008	12/21/2010	Verizon Communications	10 00	271 36	349 51		78 15
1/14/2010	12/21/2010	Verizon Communications	19 00	556 40	664 06	107 66	
3/19/2010	12/21/2010	Verizon Communications	40 00	1,140 97	1,398 02	257 05	
8/20/2010	12/21/2010	Verizon Communications	45 00	1,321 65	1,572 77	251 12	
3/20/2009	12/21/2010	Ford Mtr Co	379 00	1,042 25	6,435 31		5,393 06
12/15/2008	12/21/2010	Macy's Inc	2 00	16 30	52 16		35 86
1/14/2010	12/21/2010	Macy's Inc	56 00	924 56	1,460 45	535 89	
12/15/2008	12/21/2010	Spx Corp	14 00	479 64	983 48		503 84

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REALIZED GAINS AND LOSSES

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Levine Family Foundation
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January 01, 2010 to December 31, 2010

Open Date	Closed Date	Security Name	Quantity	Cost Basis	Proceeds	Short Term	Long Term
3/20/2009	12/21/2010	Royal Caribbean Cruises Ltd	21 00	165 48	976 90		811 42
3/20/2009	12/21/2010	Dell Inc	132 00	1,304 16	1,831 06		526 90
12/15/2008	12/21/2010	General Elec Co	68 00	1,152 60	1,220 58		67 98
3/20/2009	12/21/2010	General Elec Co	30 00	286 20	538 49		252 29
12/18/2009	12/21/2010	General Elec Co	5 00	77 95	89 75		11 80
1/14/2010	12/21/2010	General Elec Co	315 00	5,260 50	5,654 15	393 65	
8/20/2010	12/21/2010	General Elec Co	53 00	796 59	951 33	154 74	
3/20/2009	12/21/2010	Louisiana Pacific Corp	150 00	294 00	1,456 58		1,162 58
11/4/2009	12/21/2010	Mercury General Corp	6 00	219 12	254 33		35 21
10/13/2008	12/21/2010	Coca Cola Co	2 00	93 20	130 96		37 76
3/19/2010	12/21/2010	Coca Cola Co	46 00	2,518 50	3,012 02	493 52	
5/10/2010	12/21/2010	Paychex Inc	1 00	30 35	30 71	0 36	
8/20/2010	12/21/2010	Paychex Inc	8 00	203 04	245 67	42 63	
6/10/2010	12/21/2010	Total Systems Services Inc	23 00	332 58	349 37	16 79	
2/17/2009	12/21/2010	Snap-On Inc	10 00	270 20	572 39		302 19
3/20/2009	12/21/2010	Snap-On Inc	10 00	252 60	572 39		319 79
10/13/2008	12/21/2010	Xcel Energy Inc	20 00	352 96	470 42		117 46
3/20/2009	12/21/2010	Apple Inc	4 00	406 36	1,295 86		889 50
1/14/2010	12/21/2010	Apple Inc	3 00	628 29	971 89	343 60	
11/13/2008	12/21/2010	Symantec Corp	65 00	798 20	1,084 87		286 67
1/15/2009	12/21/2010	Health Net Inc	12 00	160 32	321 95		161 63
2/17/2009	12/21/2010	Exxon Mobil Corp	3 00	213 84	218 79		4 95
12/18/2009	12/21/2010	Exxon Mobil Corp	22 00	1,500 62	1,604 47		103 85
1/14/2010	12/21/2010	Exxon Mobil Corp	77 00	5,365 36	5,615 66	250 30	
3/19/2010	12/21/2010	RenaissanceRe Hldgs Ltd	5 00	280 60	311 54	30 94	
3/20/2009	12/21/2010	The Jones Group Inc	88 00	359 04	1,398 29		1,039 25
12/15/2008	12/21/2010	Computer Sciences Corp	19 00	591 09	918 44		327 35
8/20/2010	12/21/2010	CVS Caremark Corp	47 00	1,315 53	1,619 12	303 59	
3/20/2009	12/21/2010	Kansas City Southern Industries Inc	18 00	243 36	869 02		625 66
12/15/2008	12/21/2010	Tyco International Ltd	54 00	1,096 20	2,247 71		1,151 51
3/20/2009	12/21/2010	Schlumberger Ltd	19 00	788 88	1,567 09		778 21
8/20/2010	12/21/2010	IAC/Interactive Corp	24 00	570 00	725 03	155 03	
1/15/2009	12/21/2010	Alexander & Baldwin Inc	7 00	159 81	276 15		116 34
2/17/2009	12/21/2010	Alexander & Baldwin Inc	14 00	290 36	552 30		261 94

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3/20/2009	12/21/2010	Alexander & Baldwin Inc	5 00	100 85	197 25		96 40
1/15/2009	12/21/2010	Big Lots Inc	11 00	157 30	323 61		166 31
3/20/2009	12/21/2010	Kinetic Concepts Inc	15 00	282 90	625 19		342 29
4/20/2009	12/21/2010	Kinetic Concepts Inc	13 00	294 19	541 83		247 64
3/20/2009	12/21/2010	R R Donnelley & Sons Co	79 00	559 32	1,359 56		800 24
2/17/2009	12/21/2010	DIRECTV Group Inc	40 00	881 60	1,574 79		693 19
3/20/2009	12/21/2010	CommonWealth REIT	24 00	279 36	593 27		313 91
2/17/2009	12/21/2010	First Horizon National Corp	63 00	485 85	710 62		224 77
3/20/2009	12/21/2010	Genworth Financial Inc - Cl A	139 00	247 42	1,808 50		1,561 08
3/20/2009	12/21/2010	Thor Industries Inc	9 00	119 88	311 17		191 29
3/20/2009	12/21/2010	Reynolds Am Inc	14 00	256 62	459 34		202 72
4/20/2009	12/21/2010	Reynolds Am Inc	40 00	785 60	1,312.40		526 80
2/17/2009	12/21/2010	Hudson City Bancorp Inc	64 00	713 60	813 42		99 82
12/15/2008	12/21/2010	Kindred Healthcare Inc	15 00	159 30	284 99		125 69
5/21/2009	12/21/2010	Kindred Healthcare Inc	49 00	619 85	930 98		311 13
4/20/2009	12/21/2010	Molex Inc	32 00	504 32	728 64		224 32
2/17/2009	12/21/2010	Southern Copper Corp	29 00	405 71	1,399 80		994 09
3/20/2009	12/21/2010	Live Nation Inc	78 00	210 08	911 80		701 72
10/13/2008	12/21/2010	Fidelity National Information Svcs	45 00	753 30	1,223 53		470 23
1/15/2009	12/21/2010	Fidelity National Information Svcs	13 00	146 08	353 46		207 38
3/20/2009	12/21/2010	NYSE Euronext	27 00	487 89	804 58		316 69
4/20/2009	12/21/2010	NYSE Euronext	2 00	39 48	59 60		20 12
11/4/2009	12/21/2010	NYSE Euronext	9 00	229 95	268 19		38 24
12/18/2009	12/21/2010	NYSE Euronext	2 00	50 88	59 60		8 72
1/14/2010	12/21/2010	NYSE Euronext	12 00	316 80	357 60	40 80	
3/20/2009	12/21/2010	Host Hotels & Resorts Inc	107 00	404 46	1,902 42		1,497 96
12/18/2009	12/21/2010	Host Hotels & Resorts Inc	2 00	20 92	35 56		14 64
2/17/2009	12/21/2010	Liberty Media Hldg Inter Ser A	102 00	314 16	1,631 33		1,317 17
3/20/2009	12/21/2010	Liberty Media Hldg Inter Ser A	17 00	52 70	271 89		219 19
3/20/2009	12/21/2010	Harley Davidson Inc	41 00	520 70	1,443 99		923 29
4/20/2009	12/21/2010	Avis Budget Group Inc	162 00	312 66	2,438 33		2,125 67
2/17/2009	12/21/2010	KBR Inc	11 00	154 66	326 03		171 37
4/20/2009	12/21/2010	KBR Inc	13 00	195 65	385 31		189 66
5/10/2010	12/21/2010	KBR Inc	6 00	128 34	177 84	49 50	

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12/15/2008	12/21/2010	Time Warner Cable Inc	12 67	738 34	833 33		94 99
6/10/2010	12/21/2010	Time Warner Cable Inc	3 33	177 53	219 29	41 76	
3/20/2009	12/21/2010	Integrys Energy Group Inc	25 00	655 25	1,227 60		572 35
4/20/2009	12/21/2010	Integrys Energy Group Inc	7 00	181.16	343 73		162 57
12/15/2008	12/21/2010	Am Eagle Outfitters New	13 00	124 28	192 52		68 24
1/14/2010	12/21/2010	Am Eagle Outfitters New	3 00	52 23	44 43	(7 80)	
2/17/2009	12/21/2010	Discover Financial Svcs	54 00	329 40	983 32		653 92
4/20/2009	12/21/2010	Discover Financial Svcs	39 00	292 11	710 18		418 07
3/20/2009	12/21/2010	TE Connectivity Ltd	77 00	796 95	2,707 66		1,910 71
3/20/2009	12/21/2010	Invesco Ltd	88 00	1,086 80	2,075 88		989 08
9/2/2009	12/21/2010	Visa Inc Class A Shs	5 00	350 50	339 99		(10 51)
8/20/2010	12/21/2010	Visa Inc Class A Shs	10 00	701 00	679 99	(21 01)	
1/14/2010	12/21/2010	Philip Morris Intl	2 00	99 20	117 04	17 84	
6/10/2010	12/21/2010	Philip Morris Intl	33 00	1,488 63	1,931 12	442 49	
5/10/2010	12/21/2010	Merck & Co (New)	64 00	2,192 00	2,319 32	127 32	
8/20/2010	12/21/2010	The Babcock & Wilcox Co	15 00	351 90	375 14	23 24	
12/15/2008	12/21/2010	Coca-Cola Enterprises	68 00	693 60	1,704 05		1,010 45
1/8/2009	12/22/2010	PIMCO All Asset Fd - INS	47,425 00	480,889 50	593,736 00		112,846 50

Capital Gain Distributions

Closed Date	Security Name	Long Term	Five Year
12/8/2010	PIMCO Uncontrained Bond Fd	317 81	

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Form **8868**
(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.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- 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	Name of exempt organization	Employer identification number
	HOWARD AND IRENE LEVINE FAMILY FOUNDATION	95-4663360
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions 991 VISTA RIDGE LANE	
	City, town or post office, state, and ZIP code For a foreign address, see instructions WESTLAKE VILLAGE, CA 91362	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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 (section 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 ► HOWARD LEVINE

Telephone No ► 805-371-0010 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 8/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► [X] calendar year 20 10 or
► [ ] tax year beginning _____, 20 ___, and ending _____, 20 ___

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**	$ 4,494.
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**	$ 494.
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**	$ 4,000.

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

BAA For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev 1-2011)

FIFZ0501L 11/15/10