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

OMB No 1545-0052

**2010**Department of the Treasury  
Internal Revenue Service

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

For calendar year 2010, or tax year beginning 7/01, 2010, and ending 6/30, 2011

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

LEVIN FAMILY FOUNDATION  
63 COLONY PARK CIRCLE  
GALVESTON, TX 77551

**A Employer identification number**

76-0572174

**B Telephone number (see the instructions)**

409-763-4626

**C If exemption application is pending, check here** ☐**D 1 Foreign organizations, check here** ☐**2 Foreign organizations meeting the 85% test, check here and attach computation** ☐**E If private foundation status was terminated under section 507(b)(1)(A), check here** ☐**F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here** ☐

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

I Fair market value of all assets at end of year  
(from Part II, column (c), line 16)

► \$ 700,702.

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

**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	25,380.	25,380.	25,380.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	13,898.			
b Gross sales price for all assets on line 6a <u>79,439.</u>				
7 Capital gain net income (from Part IV, line 2)		13,898.		
8 Net short-term capital gain			13,898.	
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) <b>SEE STATEMENT 1</b>	-2,936.			
12 <b>Total.</b> Add lines 1 through 11	36,342.	39,278.	39,278.	
13 Compensation of officers, directors, trustees, etc	14,250.	5,700.	5,700.	8,550.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) <b>SEE ST 2</b>	2,045.	818.	818.	1,227.
c Other prof fees (attach sch) <b>SEE ST 3</b>	1,598.	639.	639.	960.
17 Interest				
18 Taxes (attach schedule)(see instr) <b>SEE STM 4</b>	642.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) <b>SEE STATEMENT 5</b>	98.	39.	39.	60.
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	18,633.	7,196.	7,196.	10,797.
25 Contributions, gifts, grants paid <b>PART XV</b>	16,250.			16,250.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	34,883.	7,196.	7,196.	27,047.
27 Subtract line 26 from line 12:				
a <b>Excess of revenue over expenses and disbursements</b>	1,459.			
b <b>Net investment income</b> (if negative, enter -0-)		32,082.		
c <b>Adjusted net income</b> (if negative, enter -0-)			32,082.	

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing		2,835.	20,029.	20,029.
	2	Savings and temporary cash investments		37,735.	39,846.	39,846.
	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		798.	156.	156.
	10a	Investments — U.S. and state government obligations (attach schedule) STATEMENT 6		38,552.	37,461.	39,585.
	b	Investments — corporate stock (attach schedule) STATEMENT 7		416,631.	402,646.	417,716.
	c	Investments — corporate bonds (attach schedule) STATEMENT 8		27,020.	24,892.	26,844.
	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 9)		156,526.	156,526.	156,526.	
16	<b>Total assets</b> (to be completed by all filers — see instructions. Also, see page 1, item I)		680,097.	681,556.	700,702.	
LIABILITIES	17	Accounts payable and accrued expenses		1,500.	1,500.	
	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	<b>Total liabilities</b> (add lines 17 through 22)		1,500.	1,500.	
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		678,597.	680,056.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	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				
	30	<b>Total net assets or fund balances</b> (see the instructions)		678,597.	680,056.	
	31	<b>Total liabilities and net assets/fund balances</b> (see the instructions)		680,097.	681,556.	

## 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	678,597.
2	Enter amount from Part I, line 27a	2	1,459.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	680,056.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	680,056.

**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)
<b>1a</b> LEVIN VENTURES LP		P	VARIOUS	VARIOUS
<b>b</b> LEVIN VENTURES LP		P	VARIOUS	VARIOUS
<b>c</b> SEE ATTACHED LIST		P	VARIOUS	VARIOUS
<b>d</b>				
<b>e</b>				

(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)
<b>a</b>		696.	-696.
<b>b</b> 5,487.			5,487.
<b>c</b> 73,952.		64,845.	9,107.
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
<b>a</b>			-696.
<b>b</b>			5,487.
<b>c</b>			9,107.
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		<b>2</b>	13,898.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0-            in Part I, line 8         </div>		<b>3</b>	13,898.

**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	42,583.	583,410.	0.072990
2008	47,853.	862,370.	0.055490
2007	43,067.	1,018,454.	0.042287
2006	34,498.	620,683.	0.055581
2005	31,070.	702,780.	0.044210

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.270558
<b>3</b> 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	<b>3</b>	0.054112
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	<b>4</b>	573,543.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	31,036.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	321.
<b>7</b> Add lines 5 and 6	<b>7</b>	31,357.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	27,047.

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)**

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instr.)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	642.
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0.
<b>3</b> Add lines 1 and 2	<b>3</b>	642.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0.
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	642.
<b>6</b> Credits/Payments:		
<b>a</b> 2010 estimated tax pmts and 2009 overpayment credited to 2010	<b>6a</b>	798.
<b>b</b> Exempt foreign organizations – tax withheld at source	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	798.
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	0.
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	156.
<b>11</b> Enter the amount of line 10 to be. Credited to 2011 estimated tax <b>156.</b> Refunded	<b>11</b>	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <b>\$ 0.</b> (2) On foundation managers <b>\$ 0.</b>		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$ 0.</b>		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
<b>3</b> 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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
<b>6</b> 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?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see the instructions) <b>N/A</b>		
<b>b</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? <i>If 'No,' attach explanation</i>	X	
<b>9</b> 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)? <i>If 'Yes,' complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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**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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>GERRY L. HORNSTEIN</u> Telephone no <u>409-463-4626</u> Located at <u>43 COLONY PARK CIRCLE GALVESTON TX</u> ZIP + 4 <u>77551</u>			
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 <u>N/A</u>	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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16	Yes	No
				X

**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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b Are there any years listed in 2a for which the foundation is <b>not</b> 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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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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)? (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
WILLIAM C. LEVIN 63 COLONY PARK CIRCLE GALVESTON, TX 77551	PRESIDENT 1.00	0.	0.	0.
CAROL LYNN CANTINI DECEASED 4625 CADUCEUS PLACE GALVESTON, TX 77551	TREASURER 4.00	5,250.	0.	0.
GERRY LEE HORNSTEIN 63 COLONY PARK CIRCLE GALVESTON, TX 77551	SECY/TREASUR 6.00	9,000.	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 CONTRIBUTIONS TO 501(C)(3), RELIGIOUS AND GOVERNMENTAL ENTITIES THAT PROMOTE THE CHARITABLE PURPOSES OF THE FOUNDATION.	16,250.
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.

BAA

Form 990-PF (2010)



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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	380,181.
<b>b</b> Average of monthly cash balances	<b>1b</b>	45,570.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	156,526.
<b>d Total</b> (add lines 1a, b, and c)	<b>1d</b>	582,277.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	582,277.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	8,734.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	573,543.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	28,677.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	28,677.
<b>2a</b> Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	642.
<b>b</b> Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	642.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	28,035.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	28,035.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7 Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	28,035.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1a</b>	27,047.
<b>b</b> Program-related investments — total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	27,047.
<b>5</b> 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)	<b>5</b>	
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	27,047.

**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
<b>1</b> Distributable amount for 2010 from Part XI, line 7				28,035.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			15,278.	
<b>b</b> Total for prior years: 20____, 20____, 20____		0.		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005				
<b>b</b> From 2006				
<b>c</b> From 2007				
<b>d</b> From 2008				
<b>e</b> From 2009				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 27,047.				
<b>a</b> Applied to 2009, but not more than line 2a			15,278.	
<b>b</b> Applied to undistributed income of prior years (Election required — see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required — see instructions)	0.			
<b>d</b> Applied to 2010 distributable amount				11,769.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount — see instructions		0.		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount — see instructions			0.	
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				16,266.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006				
<b>b</b> Excess from 2007				
<b>c</b> Excess from 2008				
<b>d</b> Excess from 2009				
<b>e</b> Excess from 2010				

N/A

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

- b** 85% of line 2a.

- e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

- a 'Assets' alternative test – enter:**

- (1) Value of all assets**

- (2) Value of assets qualifying under section 4942(i)(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.**

### 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).)

WILLIAM C. 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

- 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
<b>a</b> Paid during the year SEE STATEMENT 10				
<b>Total</b>			<b>3a</b>	16,250.
<b>b</b> Approved for future payment				
<b>Total</b>			<b>3b</b>	





Form **4562**Department of the Treasury  
Internal Revenue Service (99)**Depreciation and Amortization**  
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

**2010**Attachment  
Sequence No **67**

Name(s) shown on return

**LEVIN FAMILY FOUNDATION**

Identifying number

**76-0572174**

Business or activity to which this form relates

**FORM 990/990-PF****Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I

<b>1</b> Maximum amount (see instructions)	<b>1</b>	
<b>2</b> Total cost of section 179 property placed in service (see instructions)	<b>2</b>	
<b>3</b> Threshold cost of section 179 property before reduction in limitation (see instructions)	<b>3</b>	
<b>4</b> Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	<b>4</b>	
<b>5</b> Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	<b>5</b>	
<b>6</b> (a) Description of property	(b) Cost (business use only)	(c) Elected cost
<b>7</b> Listed property Enter the amount from line 29	<b>7</b>	
<b>8</b> Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	<b>8</b>	
<b>9</b> Tentative deduction. Enter the <b>smaller</b> of line 5 or line 8	<b>9</b>	
<b>10</b> Carryover of disallowed deduction from line 13 of your 2009 Form 4562	<b>10</b>	
<b>11</b> Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	<b>11</b>	
<b>12</b> Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	<b>12</b>	
<b>13</b> Carryover of disallowed deduction to 2011. Add lines 9 and 10, less line 12	<b>13</b>	

**Note:** Do not use Part II or Part III below for listed property. Instead, use Part V**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)**

<b>14</b> Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	<b>14</b>	
<b>15</b> Property subject to section 168(f)(1) election	<b>15</b>	
<b>16</b> Other depreciation (including ACRS)	<b>16</b>	

**Part III MACRS Depreciation (Do not include listed property) (See instructions)****Section A**

<b>17</b> MACRS deductions for assets placed in service in tax years beginning before 2010	<b>17</b>	
<b>18</b> If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

**Section B – Assets Placed in Service During 2010 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
<b>19a</b> 3-year property						
<b>b</b> 5-year property						
<b>c</b> 7-year property						
<b>d</b> 10-year property						
<b>e</b> 15-year property						
<b>f</b> 20-year property						
<b>g</b> 25-year property			25 yrs		S/L	
<b>h</b> Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
<b>i</b> Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

**Section C – Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System**

<b>20a</b> Class life					S/L	
<b>b</b> 12-year			12 yrs		S/L	
<b>c</b> 40-year			40 yrs	MM	S/L	

**Part IV Summary (See instructions.)**

<b>21</b> Listed property Enter amount from line 28	<b>21</b>	
<b>22</b> Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions	<b>22</b>	
<b>23</b> For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	<b>23</b>	

**BAA For Paperwork Reduction Act Notice, see separate instructions.**

FDIZ0812L 10/29/10

Form **4562** (2010)

**Part V Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

**Section A – Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)

<b>24a</b> Do you have evidence to support the business/investment use claimed?					<input type="checkbox"/> Yes	<input type="checkbox"/> No	<b>24b</b> If 'Yes,' is the evidence written?		<input type="checkbox"/> Yes	<input type="checkbox"/> No
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost		
<b>25</b> Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							<b>25</b>			
<b>26</b> Property used more than 50% in a qualified business use										
<b>27</b> Property used 50% or less in a qualified business use										
<b>28</b> Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							<b>28</b>			
<b>29</b> Add amounts in column (i), line 26. Enter here and on line 7, page 1								<b>29</b>		

**Section B – Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1	(b) Vehicle 2	(c) Vehicle 3	(d) Vehicle 4	(e) Vehicle 5	(f) Vehicle 6
<b>30</b> Total business/investment miles driven during the year ( <b>do not</b> include commuting miles)						
<b>31</b> Total commuting miles driven during the year						
<b>32</b> Total other personal (noncommuting) miles driven						
<b>33</b> Total miles driven during the year. Add lines 30 through 32						
	Yes	No	Yes	No	Yes	No
<b>34</b> Was the vehicle available for personal use during off-duty hours?						
<b>35</b> Was the vehicle used primarily by a more than 5% owner or related person?						
<b>36</b> Is another vehicle available for personal use?						

**Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are **not** more than 5% owners or related persons (see instructions)

<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
<b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
<b>39</b> Do you treat all use of vehicles by employees as personal use?		
<b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
<b>41</b> Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
<b>Note:</b> If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.		

**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
<b>42</b> Amortization of costs that begins during your 2010 tax year (see instructions):					
<b>43</b> Amortization of costs that began before your 2010 tax year					<b>43</b>
<b>44</b> Total. Add amounts in column (f). See the instructions for where to report					<b>44</b>



2010

## FEDERAL STATEMENTS

PAGE 1

LEVIN FAMILY FOUNDATION

7/6-05/1/25/7/4

7/12/11

11:26AM

**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 11**  
**OTHER INCOME**

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME			
TOTAL	\$ -2,936.	\$ 0.	\$ 0.

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 16B**  
**ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
E J WALSH ASSOC	\$ 2,045.	\$ 818.	\$ 818.	\$ 1,227.
TOTAL	\$ 2,045.	\$ 818.	\$ 818.	\$ 1,227.

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 16C**  
**OTHER PROFESSIONAL FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MERRILL LYNCH	\$ 1,598.	\$ 639.	\$ 639.	\$ 960.
TOTAL	\$ 1,598.	\$ 639.	\$ 639.	\$ 960.

**STATEMENT 4**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	\$ 642.			
TOTAL	\$ 642.	\$ 0.	\$ 0.	\$ 0.

## LEVIN FAMILY FOUNDATION

76-0572174

7/12/11

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**STATEMENT 5**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	\$ 98.	\$ 39.	\$ 39.	\$ 60.
<b>TOTAL</b>	<b>\$ 98.</b>	<b>\$ 39.</b>	<b>\$ 39.</b>	<b>\$ 60.</b>

**STATEMENT 6**  
**FORM 990-PF, PART II, LINE 10A**  
**INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS**

<u>U.S. GOVERNMENT OBLIGATIONS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
MERRILL LYNCH A/C #518-04126 GOVT BONDS	COST	\$ 37,461.	\$ 39,585.
		\$ 37,461.	\$ 39,585.
<b>TOTAL</b>		<b>\$ 37,461.</b>	<b>\$ 39,585.</b>

**STATEMENT 7**  
**FORM 990-PF, PART II, LINE 10B**  
**INVESTMENTS - CORPORATE STOCKS**

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CISCO SYSTEMS, INC	COST	\$ 111,647.	\$ 147,996.
MERRILL LYNCH A/C # 518-04126	COST	94,979.	106,878.
I SHARES TRUST DOW JONES SELECT	COST	130,976.	127,008.
GENERAL ELECTRIC, INC	COST	65,044.	35,834.
<b>TOTAL</b>		<b>\$ 402,646.</b>	<b>\$ 417,716.</b>

**STATEMENT 8**  
**FORM 990-PF, PART II, LINE 10C**  
**INVESTMENTS - CORPORATE BONDS**

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
MERRILL LYNCH A/C #518-04126 CORP BONDS	COST	\$ 24,892.	\$ 26,844.
<b>TOTAL</b>		<b>\$ 24,892.</b>	<b>\$ 26,844.</b>

## LEVIN FAMILY FOUNDATION

1/6, 1/5, 7/2, 7/4

7/12/11

11 26AM

**STATEMENT 9**  
**FORM 990-PF, PART II, LINE 15**  
**OTHER ASSETS**

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
LEVIN VENTURES LIMITED PARTNERSHIP	\$ 156,526.	\$ 156,526.
TOTAL	<u>\$ 156,526.</u>	<u>\$ 156,526.</u>

**STATEMENT 10**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ROSENBERG LIBRARY 2310 SEALY GALVESTON, TX 77550	NONE	PUBLIC	GENERAL	\$ 1,000.
RONALD MC DONALD HOUSE 1415 MECHANIC STREET GALVESTON, TX 77550	NONE	PUBLIC	GENERAL	750.
GRAND 1894 OPERA HOUSE 2020 POSTOFFICE STREET GALVESTON, TX 77550	NONE	PUBLIC	GENERAL	2,500.
UTMB-GALVESTON TEXAS 301 UNIVERSITY BLVD GALVESTON, TX 77555	NONE	PUBLIC	GENERAL	3,000.
TEMPLE B'NAI ISRAEL 3006 AVENUE O GALVESTON, TX 77550	NONE	RELIG.	GENERAL	2,000.
GALVESTON ISLAND HUMANE SOCIETY 6814 BROADWAY GALVESTON, TX 77554, TX 77554	NONE	PUBLIC	GENERAL	6,000.
AMERICAN HEART ASSOCIATION 1415 LA CONCHA HOUSTON, TX 77054	NONE	PUBLIC	GENERAL	1,000.
TOTAL				<u>\$ 16,250.</u>

**Levin Family Foundation**

Merrill Lynch realized gains/(losses)

YE 06/30/2011

Quantity	Description	Date Acquired	Date Sold	Sales Price	Cost Basis	Gain/Loss
5	BMC SOFTWARE INC	5/2/2008	7/19/2010	183 66	180 86	2 80
5	BMC SOFTWARE INC	2/24/2009	7/19/2010	183 66	145 05	38 61
4	BMC SOFTWARE INC	2/24/2009	7/20/2010	145 91	116 04	29 87
8	MEDCO HEALTH SOLUTIONS I	4/2/2007	7/12/2010	453 16	294 40	158 76
7	MEDCO HEALTH SOLUTIONS I	4/2/2007	7/13/2010	399 05	257 61	141 44
2	MEDCO HEALTH SOLUTIONS I	4/2/2007	7/14/2010	114 12	73 60	40 52
2	MEDCO HEALTH SOLUTIONS I	5/29/2008	7/14/2010	114 12	96 85	17 27
8	ACE LIMITED	4/28/2009	7/26/2010	422 92	356 50	66 42
6	ACE LIMITED	5/11/2009	7/26/2010	317 20	253 15	64 05
7	FREERT-MCMRAN CPR & GLD	4/12/2010	7/26/2010	497 76	595 59	(97 83)
9	FREERT-MCMRAN CPR & GLD	4/13/2010	7/26/2010	639 98	759 19	(119 21)
2	FREERT-MCMRAN CPR & GLD	4/14/2010	7/26/2010	142 22	171 00	(28 78)
7	GOLDMAN SACHS GROUP INC	7/7/2009	6/28/2010	962 39	1,009 36	(46 97)
2	GOLDMAN SACHS GROUP INC	9/9/2009	6/28/2010	274 97	337 29	(62 32)
4	GOLDMAN SACHS GROUP INC	4/26/2010	6/28/2010	549 95	612 37	(62 42)
11	GARMIN LTD	9/2/2009	6/30/2010	340 38	348 05	(7 67)
12	GARMIN LTD	9/2/2009	6/30/2010	356 85	379 70	(22 85)
9	GARMIN LTD	9/2/2009	7/1/2010	266 30	284 77	(18 47)
FR SHRS	FRONTIER COMMUNICATIONS	7/16/2010	7/16/2010	2 31	0 00	2 31
1,000	BP CAP MARKETS PL 3 87%	3/10/2009	8/11/2010	989 95	988 90	1 05
1,000	VERIZON COMMUNICATIONS	7/30/2009	8/11/2010	1,192 72	1,103 41	89 31
1,000	US TRSY INFLATION NOTE	2/3/2009	8/11/2010	1,179 47	1,027 97	151 50
9	DOVER CORP	5/12/2008	8/9/2010	440 25	473 89	(33 64)
4	DOVER CORP	5/12/2008	8/10/2010	197 04	210 62	(13 58)
4	GAP INC DELAWARE	4/17/2008	8/11/2010	71 64	75 83	(4 19)
1	INTL BUSINESS MACHINES	2/12/2007	8/11/2010	129 63	98 66	30 97
4	KROGER CO	12/15/2006	8/11/2010	88 67	97 47	(8 80)
1	L-3 COMMUNICATIONS HLDGS	8/20/2007	8/11/2010	72 27	95 95	(23 68)
1	MCKESSON CORPORATION	1/3/2006	8/11/2010	60 52	53 02	7 50
3	MICROSOFT CORP	7/2/2004	8/11/2010	74 13	85 44	(11 31)
1	OCCIDENTAL PETE CORP	7/18/2005	8/11/2010	76 81	39 31	37 50
3	SAFEWAY INC	1/10/2006	8/11/2010	64 29	73 33	(9 04)
2	VERIZON COMMUNICATIONS	4/8/2009	8/11/2010	59 39	60 05	(0 66)
1	ACE LIMITED	5/11/2009	8/11/2010	52 81	42 19	10.62
15	CITIGROUP INC	6/28/2010	8/11/2010	58 34	59 89	(1 55)
2	DR PEPPER SNAPPLE GROUP	7/12/2010	8/11/2010	73 57	77 09	(3 52)
7	FLOWERVE CORP	9/11/2009	8/9/2010	712 39	670 42	41 97
4	FLOWERVE CORP	9/11/2009	8/10/2010	400 80	383 10	17.70
10	WALGREEN CO	6/1/2010	8/16/2010	281 66	323 61	(41 95)
8	WALGREEN CO	6/2/2010	8/16/2010	225 33	259 31	(33 98)
2	AETNA INC	11/29/2004	9/14/2010	60 93	59 02	1 91
2	AT&T INC	11/19/2008	9/14/2010	56 17	51 10	5 07
16	BMC SOFTWARE INC	2/24/2009	8/30/2010	589 51	464 18	125.33
3	BMC SOFTWARE INC	8/18/2009	8/30/2010	110 54	104 34	6 20
12	BMC SOFTWARE INC	8/18/2009	8/31/2010	435 03	417 34	17 69
2	CHEVRON CORP	7/8/2003	9/14/2010	159 65	73.03	86 62
1	CONOCOPHILLIPS	6/2/2008	9/14/2010	55 52	91 99	(36 47)
2	CA INC	9/21/2007	9/14/2010	40 23	51 80	(11 57)
1	CHUBB CORP	2/26/2008	9/14/2010	57 15	53 67	3 48
1	COMPUTER SCIENCE CORP	3/4/2009	9/14/2010	42 91	35 85	7 06
2	CONAGRA FOOD INC	6/24/2009	9/14/2010	43 91	39 92	3 99
1	DARDEN RESTAURANTS INC	4/21/2009	9/14/2010	46 07	38.70	7 37
1	DOVER CORP	5/12/2008	9/14/2010	50 55	52 65	(2 10)
6	FRONTIER COMMUNICATIONS	4/8/2009	9/8/2010	46 11	49 61	(3 50)
4	FRONTIER COMMUNICATIONS	7/28/2009	9/8/2010	30 74	32 21	(1 47)
3	FOREST LABS INC	11/22/2006	9/14/2010	92 03	150 02	(57 99)
5	GAP INC DELAWARE	4/17/2008	9/14/2010	92 37	94 78	(2 41)
1	HONEYWELL INTL INC	6/26/2007	9/14/2010	43 50	56 12	(12 62)
43	HEWLETT PACKARD CO	4/6/2005	9/13/2010	1,641 64	937 18	704 46
6	HEWLETT PACKARD CO	4/6/2005	9/14/2010	236 40	130 77	105 63
1	INTL PAPER CO	9/5/2007	9/14/2010	22 82	35 27	(12 45)
1	JOHNSON & JOHNSON	9/8/2004	9/14/2010	60 79	58 22	2 57

**Levin Family Foundation**

Merrill Lynch realized gains/(losses)

YE 06/30/2011

Quantity	Description	Date Acquired	Date Sold	Sales Price	Cost Basis	Gain/Loss
1	KROGER CO	12/15/2006	9/14/2010	21.50	24 37	(2 87)
1	MCKESSON CORPORATION	1/3/2006	9/14/2010	59.74	53 02	6 72
1	MEDCO HEALTH SOLUTIONS I	5/29/2008	9/14/2010	47 79	48 43	(0 64)
13	MEDCO HEALTH SOLUTIONS I	5/29/2008	9/27/2010	661 28	629 55	31 73
10	MEDCO HEALTH SOLUTIONS I	8/17/2009	9/27/2010	508 68	544 22	(35 54)
1	MICROSOFT CORP	7/2/2004	9/14/2010	25 22	28 48	(3 26)
8	QWEST COMM INTL INC	1/31/2006	9/14/2010	47 83	48 18	(0 35)
1	RAYTHEON CO DELAWARE	5/1/2006	9/14/2010	46 42	45 52	0 90
2	ROSS STORES INC	10/21/2008	9/14/2010	107 37	60 02	47 35
1	SAFEWAY INC	1/10/2006	9/14/2010	20 22	24 44	(4 22)
5	SYSCO CORPORATION	10/28/2008	8/30/2010	138 16	123 62	14 54
21	SYSCO CORPORATION	11/19/2008	8/30/2010	580 30	483 75	96 55
15	SYSCO CORPORATION	11/19/2008	8/31/2010	411 70	345 54	66 16
1	TRAVELERS COS INC	9/26/2005	9/14/2010	50 72	44 11	6 61
1	UNUM GROUP	10/15/2008	9/14/2010	22 24	18 77	3 47
1	ACE LIMITED	5/11/2009	9/14/2010	57 24	42 19	15 05
1	WALMART STORES CO	7/29/2008	9/14/2010	52 81	56 78	(3 97)
2	WSTN DIGITAL CORP	2/22/2008	9/14/2010	54 43	61 63	(7 20)
2	XILINIX INC	8/13/2008	9/14/2010	52 30	54 47	(2 17)
1	WELLPOINT INC	10/27/2003	9/14/2010	55 27	35 29	19 98
1	CARDINAL HEALTH INC	3/1/2010	9/14/2010	31 90	34 88	(2 98)
8	CITIGROUP INC	6/28/2010	9/14/2010	31 59	31.94	(0 35)
7	EATON CORP	2/8/2010	9/8/2010	530 41	438 39	92 02
5	EATON CORP	2/9/2010	9/8/2010	378 87	318 12	60 75
1	FREERT-MCMRAN CPR & GLD	4/14/2010	9/14/2010	82 21	85 50	(3 29)
1	LAUDER ESTEE COS INC	1/13/2010	9/14/2010	59 43	49 81	9 62
4	LIMITED BRANDS INC	6/1/2010	9/14/2010	105 89	101.38	4 51
1	NABORS INDUSTRIES LTD	11/23/2009	9/14/2010	17 59	20 62	(3 03)
5	NEWS CORP CL A	8/30/2010	9/14/2010	69 01	61 94	7 07
1	PRUDENTIAL FINANCIAL INC	5/24/2010	9/14/2010	54 98	55 68	(0 70)
3	SANDISK CORP	8/9/2010	9/14/2010	118 70	138 25	(19 55)
2	SARA LEE CORP	6/21/2010	9/14/2010	27 83	29 52	(1 69)
1	TJX COS INC	12/14/2009	9/14/2010	42 20	37 91	4 29
2	TEXAS INSTRUMENTS	10/5/2009	9/14/2010	49 79	45 42	4 37
2	TARGET CORP	3/1/2010	9/14/2010	108 07	104 10	3 97
1	WALGREEN CO	6/2/2010	9/14/2010	29 34	32 41	(3 07)
27	MICROSOFT CORP	7/2/2004	10/25/2010	681 88	768 97	(87 09)
16	NORTHROP GRUMMAN CORP	8/5/2009	10/18/2010	986 76	745 30	241 46
4	NORTHROP GRUMMAN CORP	8/5/2009	10/19/2010	242 47	186 33	56 14
6	WALGREEN CO	6/2/2010	10/11/2010	202 08	194 48	7 60
3	WALGREEN CO	6/3/2010	10/11/2010	101 05	96 84	4.21
2	WALGREEN CO	6/3/2010	10/12/2010	67 73	64 56	3 17
7	WALGREEN CO	6/14/2010	10/12/2010	237 09	208 32	28.77
8	WALGREEN CO	6/14/2010	10/13/2010	277 90	238 09	39 81
10	WALGREEN CO	6/15/2010	10/13/2010	347 38	299 74	47 64
9	WALGREEN CO	6/15/2010	10/14/2010	309 49	269 77	39 72
2,000	US TSY 5 00%	9/1/2005	11/12/2010	2,074 92	2,017 36	57 56
3,000	US TSY 4 75%	5/9/2007	11/12/2010	3,015 00	2,983 37	31 63
2	AMGEN INC	11/3/2008	11/12/2010	108 85	122 44	(13 59)
1	CHEVRON CORP	7/8/2003	11/12/2010	84 73	36 51	48 22
1	CHEVRON CORP	8/30/2004	11/12/2010	84 74	47 97	36 77
2	CONOCOPHILLIPS	6/2/2008	11/12/2010	123 73	183 98	(60 25)
6	CA INC	9/21/2007	11/12/2010	138 35	155 41	(17 06)
2	COMPUTER SCIENCE CORP	3/4/2009	11/12/2010	93 83	71 71	22 12
2	EXXON MOBIL CORP	9/19/2006	11/12/2010	141 41	132 73	8 68
1	INTL BUSINESS MACHINES	2/12/2007	11/12/2010	143 86	98 66	45 20
4	INTL PAPER CO	9/5/2007	11/12/2010	102 43	141 09	(38 66)
2	JOHNSON & JOHNSON	9/8/2004	11/12/2010	127 33	116 43	10 90
2	L-3 COMMUNICATIONS HLDGS	8/20/2007	11/12/2010	141 33	191 90	(50.57)
8	MCKESSON CORPORATION	1/3/2006	11/1/2010	538 57	424 12	114 45
7	MCKESSON CORPORATION	1/3/2006	11/2/2010	470 56	371 11	99 45
4	MICROSOFT CORP	7/2/2004	11/12/2010	104 59	113.92	(9 33)

**Levin Family Foundation**

Merrill Lynch realized gains/(losses)

YE 06/30/2011

Quantity	Description	Date Acquired	Date Sold	Sales Price	Cost Basis	Gain/Loss
14	QWEST COMM INTL INC	1/31/2006	11/12/2010	94 91	84 31	10 60
2	RAYTHEON CO DELAWARE	5/1/2006	11/12/2010	92 37	91 04	1 33
10	ROSS STORES INC	10/21/2008	11/8/2010	634 56	300.10	334 46
1	ROSS STORES INC	10/21/2008	11/9/2010	63 17	30 01	33 16
3	TEXAS INSTRUMENTS	10/5/2009	11/12/2010	92 36	68 13	24 23
2	TRAVELERS COS INC	9/26/2005	11/12/2010	112 51	88 21	24 30
5	UNUM GROUP	10/15/2008	11/12/2010	108 99	93 83	15 16
3	VERIZON COMMUNICATIONS	4/8/2009	11/12/2010	97 70	90 07	7 63
42	XILINIX INC	8/13/2008	11/8/2010	1,163 36	1,143 87	19 49
5	XILINIX INC	8/13/2008	11/9/2010	137 43	136 17	1 26
4	CARDINAL HEALTH INC	3/1/2010	11/12/2010	139 51	139 52	(0 01)
4	CAPITAL ONE FINL	3/29/2010	11/12/2010	155 75	169 93	(14 18)
40	CITIGROUP INC	6/28/2010	11/12/2010	171 63	159 71	11 92
4	DR PEPPER SNAPPLE GROUP	7/12/2010	11/12/2010	144 59	154 17	(9 58)
1	EATON CORP	2/9/2010	11/12/2010	93 02	63 63	29 39
2	HERSHEY COMPANY	10/11/2010	11/12/2010	94 85	98 27	(3 42)
6	SARA LEE CORP	6/21/2010	11/12/2010	91 55	88 55	3 00
7	SYMANTEC CORP	9/27/2010	11/12/2010	120 32	108 10	12 22
3	TJX COS INC	12/14/2009	11/12/2010	137 48	113 74	23 74
2	TARGET CORP	3/1/2010	11/12/2010	108 19	104 10	4 09
6	WILLIAMS COMPANIES	8/30/2010	11/12/2010	138 29	110 71	27.58
3	AETNA INC	11/29/2004	12/23/2010	92 69	88 54	4 15
2	AT&T INC	11/19/2008	12/23/2010	58 23	51 10	7.13
1	AMGEN INC	11/3/2008	12/23/2010	56 74	61 22	(4 48)
1	CHEVRON CORP	8/30/2004	12/23/2010	90 49	47 97	42 52
2	CONOCOPHILLIPS	6/2/2008	12/23/2010	133 89	183 98	(50 09)
3	CA INC	9/21/2007	12/23/2010	73 70	77 70	(4 00)
2	CHUBB CORP	2/26/2008	12/23/2010	120 09	107 35	12 74
4	CONAGRA FOOD INC	6/24/2009	12/23/2010	89.79	79 83	9 96
2	DARDEN RESTAURANTS INC	4/21/2009	12/23/2010	94 17	77 41	16 76
2	DOVER CORP	5/12/2008	12/23/2010	117 51	105 31	12 20
2	FOREST LABS INC	11/22/2006	12/23/2010	64 51	100 01	(35 50)
6	GAP INC DELAWARE	4/17/2008	12/23/2010	127 19	113 74	13 45
2	HONEYWELL INTL INC	6/26/2007	12/23/2010	106 93	112 23	(5 30)
1	INTL BUSINESS MACHINES	2/12/2007	12/23/2010	145 96	98 66	47 30
4	INTL PAPER CO	9/5/2007	12/23/2010	107 27	141 09	(33 82)
1	JOHNSON & JOHNSON	9/8/2004	12/23/2010	62 18	58 22	3 96
3	KROGER CO	12/15/2006	12/23/2010	65 09	73 11	(8 02)
2	LOCKHEED MARTIN CORP	11/21/2005	12/23/2010	138 99	122 73	16 26
1	MCKESSON CORPORATION	1/3/2006	12/23/2010	70 88	53 01	17 87
3	MARATHON OIL CORP	7/7/2009	12/23/2010	109 43	85 21	24 22
1	MICROSOFT CORP	7/2/2004	12/23/2010	28 19	28 48	(0 29)
3	MICROSOFT CORP	11/9/2009	12/23/2010	84 60	86.42	(1 82)
5	NABORS INDUSTRIES LTD	11/23/2009	12/23/2010	112 44	103 11	9 33
5	NRG ENERGY INC	1/2/2008	12/23/2010	94 84	216 44	(121 60)
1	NORTHROP GRUMMAN CORP	8/5/2009	12/23/2010	65 32	46 58	18.74
2	OCCIDENTAL PETE CORP	7/18/2005	12/23/2010	195 17	78 63	116 54
2	RAYTHEON CO DELAWARE	5/1/2006	12/23/2010	91 21	91.04	0 17
1	ROSS STORES INC	10/21/2008	12/23/2010	63 03	30.01	33 02
3	SAFEWAY INC	1/10/2006	12/23/2010	66 47	73 33	(6 86)
1	TRAVELERS COS INC	9/26/2005	12/23/2010	55 57	44 11	11 46
1	ACE LIMITED	5/11/2009	12/23/2010	62 07	41 86	20 21
3	WSTN DIGITAL CORP	2/22/2008	12/23/2010	101 21	92 44	8 77
2	WELLPOINT INC	10/27/2003	12/23/2010	114 45	70 58	43 87
3	ALTERA CORP	11/8/2010	12/23/2010	108 17	101 18	6 99
2	CAPITAL ONE FINL	3/29/2010	12/23/2010	85 21	84 97	0 24
13	CITIGROUP INC	6/28/2010	12/23/2010	60 99	51 91	9 08
1	FREEMT-MCMRAN CPR & GLD	4/14/2010	12/23/2010	116 79	85 50	31 29
7	LAUDER ESTEE COS INC	1/25/2010	12/13/2010	537 73	372 53	165 20
4	LAUDER ESTEE COS INC	1/26/2010	12/13/2010	307 28	214 46	92 82
8	LAUDER ESTEE COS INC	1/26/2010	12/14/2010	629 62	428 92	200 70
3	LIMITED BRANDS INC	6/1/2010	12/23/2010	92 27	76 03	16 24

**Levin Family Foundation**

Merrill Lynch realized gains/(losses)

YE 06/30/2011

Quantity	Description	Date Acquired	Date Sold	Sales Price	Cost Basis	Gain/Loss
21	MOTOROLA INC	9/13/2010	12/23/2010	191 72	171 82	19 90
8	NEWS CORP CL A	8/30/2010	12/23/2010	118 59	99 11	19 48
1	PRUDENTIAL FINANCIAL INC	5/24/2010	12/23/2010	59 57	55 68	3 89
2	SANDISK CORP	8/9/2010	12/23/2010	100 27	92 17	8 10
1	TARGET CORP	3/1/2010	12/23/2010	60.08	52 05	8 03
3	WILLIAMS COMPANIES	8/30/2010	12/23/2010	74 09	55 36	18 73
6	INTL BUSINESS MACHINES	2/12/2007	1/3/2011	886 38	591 96	294 42
21	MOTOROLA INC	9/13/2010	1/11/2011	674 94	580 76	94 18
2	MOTOROLA INC	9/13/2010	1/12/2011	64 34	55 31	9 03
3	MOTOROLA INC	9/14/2010	1/12/2011	96 51	83 77	12 74
8	MOTOROLA INC	10/25/2010	1/12/2011	257 37	214 65	42 72
16	WILLIAMS COMPANIES	8/30/2010	1/18/2011	420 67	295 22	125 45
10	WILLIAMS COMPANIES	8/30/2010	1/19/2011	260 60	184 52	76 08
6	WILLIAMS COMPANIES	8/31/2010	1/19/2011	156 37	108 99	47.38
14	WILLIAMS COMPANIES	8/31/2010	1/20/2011	364 67	254 30	110 37
2	WILLIAMS COMPANIES	9/7/2010	1/20/2011	52 10	38 08	14 02
FR SHRS	MOTOROLA SOLUTIONS INC	1/31/2011	1/31/2011	11 06	0 00	11 06
FR SHRS	MOTOROLA MOBILITY HOLDINGS	1/31/2011	1/31/2011	13 11	0 00	13 11
2	AETNA INC	11/29/2004	2/16/2011	75 81	59 02	16 79
2	AMGEN INC	11/3/2008	2/23/2011	103 57	122 44	(18 87)
2	CHEVRON CORP	8/30/2004	2/16/2011	193 05	95 95	97 10
1	CHEVRON CORP	8/30/2004	2/23/2011	103 18	47 97	55 21
2	CONOCOPHILLIPS	6/2/2008	2/16/2011	149 37	183 98	(34 61)
2	CONOCOPHILLIPS	6/2/2008	2/23/2011	157 85	183 97	(26 12)
5	CA INC	9/21/2007	2/16/2011	124 54	129 50	(4 96)
1	CHUBB CORP	2/26/2008	2/16/2011	59 73	53 67	6 06
2	COMPUTER SCIENCE CORP	3/4/2009	2/16/2011	95 63	71 71	23 92
3	CONAGRA FOOD INC	6/24/2009	2/16/2011	67 88	59 88	8 00
1	DOVER CORP	5/12/2008	2/16/2011	66 66	52 65	14 01
1	EATON CORP	2/9/2010	2/16/2011	110 95	63 62	47 33
2	EXXON MOBIL CORP	9/19/2006	2/16/2011	167 13	132 72	34 41
2	FOREST LABS INC	11/22/2006	2/16/2011	68 01	100 01	(32 00)
5	GAP INC DELAWARE	4/17/2008	2/16/2011	114 99	94 78	20 21
1	HONEYWELL INTL INC	6/26/2007	2/16/2011	57 08	56 12	0 96
17	INTL PAPER CO	9/5/2007	1/31/2011	488 54	599 65	(111 11)
16	INTL PAPER CO	9/5/2007	2/1/2011	471 83	564 37	(92 54)
2	JOHNSON & JOHNSON	9/8/2004	2/16/2011	121 21	116 43	4 78
1	L-3 COMMUNICATIONS HLDGS	8/20/2007	2/16/2011	79 03	95 95	(16 92)
1	MCKESSON CORPORATION	3/9/2009	2/16/2011	79 40	38 95	40.45
2	MARATHON OIL CORP	7/7/2009	2/16/2011	98 57	56 81	41 76
4	MICROSOFT CORP	11/9/2009	2/16/2011	106 71	115 22	(8 51)
4	NABORS INDUSTRIES LTD	11/23/2009	2/16/2011	107 07	82 49	24 58
3	NRG ENERGY INC	1/2/2008	2/23/2011	60 16	129 86	(69 70)
1	NORTHROP GRUMMAN CORP	8/5/2009	2/23/2011	66 86	46 58	20 28
1	OCCIDENTAL PETE CORP	7/18/2005	2/16/2011	104 29	39 31	64 98
8	QWEST COMM INTL INC	1/31/2006	2/16/2011	55 83	48 18	7 65
2	ROSS STORES INC	10/21/2008	2/16/2011	142 39	60 02	82 37
2	TJX COS INC	12/14/2009	2/16/2011	99 05	75 82	23 23
2	TEXAS INSTRUMENTS	10/5/2009	2/16/2011	71 89	45 42	26 47
1	TRAVELERS COS INC	9/26/2005	2/16/2011	59 37	44 10	15 27
3	UNUM GROUP	10/15/2008	2/16/2011	79 76	56 30	23 46
4	UNUM GROUP	10/22/2008	2/16/2011	106 36	68 23	38 13
2	VERIZON COMMUNICATIONS	4/8/2009	2/23/2011	71 67	60 05	11 62
1	ACE LIMITED	5/11/2009	2/16/2011	62 79	42 82	19 97
2	WALMART STORES CO	7/29/2008	2/16/2011	109 63	113 56	(3 93)
2	WSTN DIGITAL CORP	2/22/2008	2/16/2011	67 41	61 63	5 78
2	WELLPOINT INC	10/27/2003	2/16/2011	132 57	70.58	61.99
3	ALTERA CORP	11/8/2010	2/16/2011	124 10	101 18	22 92
1	AMERIPRISE FINL INC	1/11/2011	2/16/2011	64 24	60 56	3 68
4	CARDINAL HEALTH INC	3/1/2010	2/16/2011	166 83	139 52	27 31
2	CAPITAL ONE FINL	3/29/2010	2/16/2011	103 97	84 97	19 00
26	CITIGROUP INC	6/28/2010	2/16/2011	127 13	103 81	23 32

**Levin Family Foundation**

Merrill Lynch realized gains/(losses)

YE 06/30/2011

Quantity	Description	Date Acquired	Date Sold	Sales Price	Cost Basis	Gain/Loss
3	DR PEPPER SNAPPLE GROUP	7/12/2010	2/16/2011	102 26	115 63	(13 37)
1	FREERT-MCMRAN CPR & GLD	4/26/2010	2/16/2011	54 66	40 47	14 19
2	HERSHEY COMPANY	10/11/2010	2/23/2011	102 43	98 27	4 16
4	LIMITED BRANDS INC	6/1/2010	2/16/2011	131 95	101 38	30 57
4	NEWS CORP CL A	8/30/2010	2/16/2011	68 55	49 55	19 00
2	PRUDENTIAL FINANCIAL INC	5/24/2010	2/16/2011	133 15	111 36	21 79
3	SANDISK CORP	8/9/2010	2/16/2011	154 28	138 25	16 03
5	SARA LEE CORP	6/21/2010	2/16/2011	84 29	73 79	10 50
5	SYMANTEC CORP	9/27/2010	2/16/2011	91 69	77 22	14 47
2	TARGET CORP	3/1/2010	2/16/2011	107 47	104 11	3 36
2	UNITEDHEALTH GROUP INC	12/13/2010	2/23/2011	86 37	74 18	12 19
2	WILLIAMS COMPANIES	9/7/2010	2/16/2011	55 29	38 08	17 21
33	GAP INC DELAWARE	4/17/2008	3/14/2011	718 97	625 56	93 41
5	GAP INC DELAWARE	4/17/2008	3/15/2011	107 77	94 78	12 99
14	GAP INC DELAWARE	10/26/2009	3/15/2011	301 77	314 83	(13 06)
9	INTL BUSINESS MACHINES	2/12/2007	3/1/2011	1,457 67	887 95	569 72
5	INTL BUSINESS MACHINES	5/27/2009	3/1/2011	809 82	523 72	286 10
9	TJX COS INC	12/14/2009	3/1/2011	449 08	341 21	107 87
6	TJX COS INC	12/14/2009	3/1/2011	299 31	227 48	71 83
4	TJX COS INC	12/15/2009	3/1/2011	199 55	152 31	47 24
3	ACE LIMITED	5/11/2009	3/21/2011	185 75	128 44	57 31
19	WALMART STORES CO	7/29/2008	3/1/2011	989 83	1,078 82	(88 99)
18	SANDISK CORP	8/9/2010	3/28/2011	819 57	829 51	(9 94)
7	ACE LIMITED	6/28/2010	3/21/2011	433 42	373 74	59 68
6	ACE LIMITED	6/29/2010	3/22/2011	371 94	311 47	60 47
6	ACE LIMITED	6/30/2010	3/22/2011	371 94	311 61	60 33
2	AETNA INC	11/29/2004	4/21/2011	77 97	59 02	18 95
3	AT&T INC	11/19/2008	4/21/2011	92 12	76 65	15 47
2	CARDINAL HEALTH INC	3/1/2010	4/21/2011	85 87	69 76	16 11
4	CAPITAL ONE FINL	3/29/2010	4/21/2011	214 87	169 93	44 94
5	CENTURYLINK INC	1/31/2006	4/4/2011	201 68	180 97	20 71
3	CENTURYLINK INC	3/24/2009	4/5/2011	121 02	68 24	52 78
8	CENTURYLINK INC	3/24/2009	4/6/2011	321 43	181 97	139 46
5	CENTURYLINK INC	3/24/2009	4/21/2011	202 31	113 73	88 58
1	CA INC	9/21/2007	4/21/2011	24 15	25 90	(1 75)
1	CHUBB CORP	2/26/2008	4/21/2011	61 56	53 67	7 89
1	DARDEN RESTAURANTS INC	4/21/2009	4/21/2011	48 12	38 70	9 42
1	EATON CORP	2/9/2010	4/21/2011	54 02	31 81	22 21
2	HONEYWELL INTL INC	6/26/2007	4/21/2011	121 67	112 23	9 44
3	HUNTINGTON INGALLS	8/5/2009	4/4/2011	120 71	80 91	39 80
1	JOHNSON & JOHNSON	9/8/2004	4/21/2011	63 93	58 22	5 71
1	L-3 COMMUNICATIONS HLDGS	8/20/2007	4/21/2011	77 03	95 95	(18 92)
2	MICROSOFT CORP	11/9/2009	4/21/2011	50 91	57 61	(6 70)
1	NRG ENERGY INC	1/2/2008	4/21/2011	22 76	43 29	(20 53)
2	RAYTHEON CO DELAWARE	5/1/2006	4/21/2011	97 65	91 04	6 61
1	ROSS STORES INC	10/21/2008	4/21/2011	72 17	30 01	42 16
3	SAFEWAY INC	1/10/2006	4/21/2011	73 85	73 33	0 52
1	TARGET CORP	3/1/2010	4/21/2011	49 83	52 05	(2 22)
2	TRAVELERS COS INC	9/26/2005	4/21/2011	121 81	88 21	33 60
2	UNUM GROUP	10/22/2008	4/21/2011	51 67	34 11	17 56
2	WSTN DIGITAL CORP	2/22/2008	4/21/2011	82 40	61 63	20 77
2	WELLPOINT INC	10/27/2003	4/21/2011	144 77	70 58	74 19
1	ALTERA CORP	11/8/2010	4/21/2011	45 95	33 73	12 22
1	AMERICAN INTERNATIONAL	3/21/2011	4/21/2011	32 37	36 50	(4 13)
2	ANALOG DEVICES INC	1/18/2011	4/21/2011	78 33	79 10	(0 77)
13	CITIGROUP INC	6/28/2010	4/21/2011	58 75	51 90	6 85
2	DELL INC	2/28/2011	4/21/2011	30 67	31 27	(0 60)
1	DR PEPPER SNAPPLE GROUP	7/12/2010	4/21/2011	39 04	38 55	0 49
2	FREERT-MCMRAN CPR & GLD	4/26/2010	4/21/2011	109 59	80 94	28 65
1	LIMITED BRANDS INC	6/1/2010	4/21/2011	39 51	25 34	14 17
1	MOTOROLA INC	9/13/2010	4/21/2011	44 19	33 08	11 11
3	NEWS CORP CL A	8/30/2010	4/21/2011	52 16	37 17	14 99



**Levin Family Foundation**

Merrill Lynch realized gains/(losses)

YE 06/30/2011

Quantity	Description	Date Acquired	Date Sold	Sales Price	Cost Basis	Gain/Loss
1	SARA LEE CORP	6/21/2010	4/21/2011	18 71	14 76	3 95
5	SYMANTEC CORP	9/27/2010	4/21/2011	95 04	77 22	17 82
5	UNITEDHEALTH GROUP INC	12/13/2010	4/21/2011	239 39	185.44	53 95
FR SHRS	HUNTINGTON INGALLS	4/14/2011	4/14/2011	12 82	0 00	12 82
FR SHRS	CENTURYLINK INC	4/19/2011	4/19/2011	3 35	0 00	3 35
9	CA INC	9/21/2007	5/9/2011	218 06	233 11	(15 05)
16	CA INC	9/21/2007	5/10/2011	393 50	414 42	(20 92)
15	CA INC	9/21/2007	5/11/2011	366 00	388 51	(22 51)
6	CA INC	9/21/2007	5/12/2011	148 70	155 41	(6 71)
5	DARDEN RESTAURANTS INC	4/21/2009	5/9/2011	241 54	193 51	48 03
2	DARDEN RESTAURANTS INC	4/21/2009	5/10/2011	97 25	77 41	19 84
7	DARDEN RESTAURANTS INC	10/21/2009	5/10/2011	340 42	225 82	114 60
8	DARDEN RESTAURANTS INC	10/21/2009	5/11/2011	390 36	258 08	132 28
20	CITIGROUP INC	6/28/2010	5/16/2011	827 92	798 54	29 38
9	CITIGROUP INC	6/28/2010	5/17/2011	372 21	359 34	12 87
7	CITIGROUP INC	6/28/2010	5/23/2011	282 20	279 49	2 71
14	CITIGROUP INC	7/26/2010	5/23/2011	564 43	573.65	(9 22)
5	CITIGROUP INC	7/26/2010	5/24/2011	200 26	204 87	(4 61)
FR SHRS	CITIGROUP INC	5/31/2011	5/31/2011	16 80	0 00	16 80
2	AMGEN INC	11/3/2008	6/23/2011	114 79	122 44	(7 65)
1	APPLE INC	5/3/2010	6/23/2011	327 33	266 01	61 32
6	COMPUTER SCIENCE CORP	3/4/2009	6/13/2011	226 15	215 11	11 04
6	COMPUTER SCIENCE CORP	3/10/2009	6/14/2011	230 99	192 80	38 19
8	COMPUTER SCIENCE CORP	3/10/2009	6/15/2011	304 89	257 07	47 82
3	COMPUTER SCIENCE CORP	3/10/2009	6/16/2011	115.53	96 40	19 13
3	CONAGRA FOOD INC	6/24/2009	6/23/2011	75 77	59 88	15 89
1	DOVER CORP	5/29/2008	6/23/2011	63 84	53 95	9 89
1	EXXON MOBIL CORP	10/16/2006	6/23/2011	77 40	69 35	8 05
2	FOREST LABS INC	11/22/2006	6/23/2011	79 35	100 02	(20 67)
3	INTL PAPER CO	9/5/2007	6/23/2011	86 33	105 82	(19 49)
1	JOHNSON & JOHNSON	9/8/2004	6/23/2011	65 16	58 22	6 94
3	LIMITED BRANDS INC	6/1/2010	6/23/2011	110 72	76 03	34 69
1	MCKESSON CORPORATION	3/9/2009	6/23/2011	81 82	38 95	42 87
6	MICROSOFT CORP	11/9/2009	6/23/2011	146 09	172 83	(26 74)
1	NORTHROP GRUMMAN CORP	8/5/2009	6/23/2011	65 91	42 09	23 82
1	OCCIDENTAL PETE CORP	7/18/2005	6/23/2011	97 47	39 31	58 16
4	ROSS STORES INC	10/21/2008	6/13/2011	305 67	120 04	185 63
4	ROSS STORES INC	10/21/2008	6/14/2011	307 28	120 04	187 24
4	ROSS STORES INC	10/21/2008	6/15/2011	303 61	120 04	183 57
2	ROSS STORES INC	5/5/2009	6/15/2011	151 81	76 81	75 00
2	ROSS STORES INC	5/5/2009	6/16/2011	150 14	76 80	73 34
3	SARA LEE CORP	6/21/2010	6/23/2011	56 30	44 28	12 02
7	TJX COS INC	12/15/2009	5/31/2011	370 25	266 55	103 70
10	TJX COS INC	12/21/2009	5/31/2011	528 95	371 66	157 29
7	TJX COS INC	12/21/2009	6/1/2011	366 00	260 16	105 84
2	TARGET CORP	3/2/2010	6/23/2011	94 17	103 52	(9 35)
2	VERIZON COMMUNICATIONS	4/8/2009	6/23/2011	71 49	60 05	11 44
4	WSTN DIGITAL CORP	2/22/2008	6/23/2011	146 11	123 26	22 85
1,000	US TREASURY 2% APR 30 2016	5/27/2011	6/23/2011	1,028 40	1,014 87	13 53
2	ALTERA CORP	11/8/2010	6/23/2011	88 53	67 45	21 08
1	AMERIPRISE FINL INC	1/11/2011	6/23/2011	55 65	60 56	(4 91)
4	DELL INC	2/28/2011	6/23/2011	64 39	62 54	1 85
1	DR PEPPER SNAPPLE GROUP	7/12/2010	6/23/2011	39 90	38 54	1 36
1	DR PEPPER SNAPPLE GROUP	7/13/2010	6/23/2011	39 91	39 19	0 72
1	HERSHEY COMPANY	10/11/2010	6/23/2011	55 45	49 14	6 31
2	MOTOROLA COMPANY	9/13/2010	6/23/2011	91 07	66 15	24 92
4	SYMANTEC CORP	9/27/2010	6/23/2011	74 99	61 77	13 22

73,951.87	64,845.30	9,106.57
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