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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
HYMAN LEVINE FAMILY FOUNDATION
L'DOR V'DOR

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
9460 WILSHIRE BLVD, SUITE 300

City or town, state, and ZIP code
BEVERLY HILLS, CA 90212

A Employer identification number
20-1917833

B Telephone number
310-274-5291

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 ▶ ☐

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

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, col. (c), line 16)* ▶$ 6,775,799.

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))

		(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	231,038.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	246,975.	246,975.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	110,517.			
	b Gross sales price for all assets on line 6a 1,518,344.				
	7 Capital gain net income (from Part IV, line 2)		110,517.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total** Add lines 1 through 11	588,530.	357,492.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	1,150.	0.		1,150.
	b Accounting fees STMT 3	1,000.	500.		500.
	c Other professional fees STMT 4	19,364.	19,364.		0.
	17 Interest				
	18 Taxes STMT 5	5,848.	1,424.		115.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	27,362.	21,288.		1,765.
	25 Contributions, gifts, grants paid	334,069.			334,069.
	26 **Total expenses and disbursements** Add lines 24 and 25	361,431.	21,288.		335,834.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	227,099.			
	b **Net investment income** (if negative, enter -0-)		336,204.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2011)

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	588,846.	566,817.	566,817.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	2,896,145.	3,045,567.	3,209,764.
	b Investments - corporate stock STMT 7	2,297,351.	2,402,050.	2,960,665.
	c Investments - corporate bonds STMT 8	19,279.	14,286.	13,553.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	25,000.	25,000.	25,000.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	5,826,621.	6,053,720.	6,775,799.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	5,826,621.	6,053,720.	
	30 **Total net assets or fund balances**	5,826,621.	6,053,720.	
	31 **Total liabilities and net assets/fund balances**	5,826,621.	6,053,720.	

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	5,826,621.
2 Enter amount from Part I, line 27a	2	227,099.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,053,720.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,053,720.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,518,344.		1,407,827.	110,517.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				110,517.

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 — 110,517.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	296,164.	6,109,658.	.048475
2009	255,041.	5,229,266.	.048772
2008	3,800.	414,833.	.009160
2007			
2006			

2	Total of line 1, column (d)	2	.106407
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	.035469
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,746,159.
5	Multiply line 4 by line 3	5	239,280.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,362.
7	Add lines 5 and 6	7	242,642.
8	Enter qualifying distributions from Part XII, line 4	8	335,834.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	3,362.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	3,362.
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	3,362.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,040.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	360.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	3,400.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	38.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 38. **Refunded** ▶			11	0.

Part VII-A | Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
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 2011 or the taxable year beginning in 2011 (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)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 ▶ DENA SCHECHTER Telephone no. ▶ 310-274-5291
Located at ▶ 9460 WILSHIRE BLVD, SUITE 300, BEVERLY HILLS, CA ZIP+4 ▶ 90212

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2011, 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.

			Line	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 instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		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)? ☐ Yes ☒ No

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

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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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	6,017,188.
b	Average of monthly cash balances		1b	831,704.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	6,848,892.
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	6,848,892.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	102,733.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	6,746,159.
6	**Minimum investment return.** Enter 5% of line 5		6	337,308.

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	337,308.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 3,362.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	3,362.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	333,946.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	333,946.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	333,946.

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	335,834.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	335,834.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	3,362.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	332,472.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				333,946.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 — 773,881.				
b From 2007 — 5,091.				
c From 2008 — 338,033.				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	1,117,005.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 335,834.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				333,946.
e Remaining amount distributed out of corpus	1,888.			
5 Excess distributions carryover applied to 2011 (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	1,118,893.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	773,881.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	345,012.			
10 Analysis of line 9:				
a Excess from 2007 — 5,091.				
b Excess from 2008 — 338,033.				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011 — 1,888.				

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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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).)

SEE STATEMENT 11

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 ATTACHED SCHEDULE	NONE	PUBLIC CHARITY	CHARITY/EDUCATION	334,069.
Total			▶ 3a	334,069.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	246,975.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	110,517.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		357,492.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 357,492.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 7/3/12 Title: President

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WILLIAM D. ESENSTEN	[signature] CPA	7/2/12		P00535334

Firm's name ▶ NSBN LLP — Firm's EIN ▶ 95-2399533

Firm's address ▶ 9454 WILSHIRE BLVD., 4TH FLOOR BEVERLY HILLS, CA 90212-2907 — Phone no. (310)273-2501

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	Employer identification number
HYMAN LEVINE FAMILY FOUNDATION L'DOR V'DOR	20-1917833

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, total 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 total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year. ▶ $ ____________

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

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.** **Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

Name of organization
HYMAN LEVINE FAMILY FOUNDATION
L'DOR V'DOR

Employer identification number
20-1917833

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DENA & IRV SCHECHTER 9460 WILSHIRE BLVD, SUITE 300 BEVERY HILLS, CA 90212	$ 49,296.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	JOSH & SARI SCHECHTER 9460 WILSHIRE BLVD, SUITE 300 BEVERY HILLS, CA 90212	$ 1,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	MAX A. LEVINE TRUST 9460 WILSHIRE BLVD, SUITE 300 BEVERY HILLS, CA 90212	$ 28,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	MEL LEVINE 9460 WILSHIRE BLVD, SUITE 300 BEVERY HILLS, CA 90212	$ 30,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
5	MIEKE & SPENCER NEUMANN 9460 WILSHIRE BLVD, SUITE 300 BEVERY HILLS, CA 90212	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
6	NANCY CLAVIN 9460 WILSHIRE BLVD, SUITE 300 BEVERY HILLS, CA 90212	$ 7,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
HYMAN LEVINE FAMILY FOUNDATION L'DOR V'DOR	20-1917833

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	ROBERT LEVINE 9460 WILSHIRE BLVD, SUITE 300 BEVERY HILLS, CA 90212	$ 9,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
8	SID B. LEVINE TRUST 9460 WILSHIRE BLVD, SUITE 300 BEVERY HILLS, CA 90212	$ 101,242.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
HYMAN LEVINE FAMILY FOUNDATION L'DOR V'DOR	20-1917833

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

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

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

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

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

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

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

Name of organization	Employer identification number
HYMAN LEVINE FAMILY FOUNDATION L'DOR V'DOR	20-1917833

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

Part IV · Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SALE OF STOCK - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
b	SALE OF STOCK - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
c	SALE OF BONDS - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
d	SALE OF BONDS - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
e	SALE OF FOREIGN CURRENCY - SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	355,280.		305,193.	50,087.
b	431,154.		364,721.	66,433.
c	168,662.		176,048.	<7,386.>
d	397,434.		401,865.	<4,431.>
e	165,814.		160,000.	5,814.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				50,087.
b				66,433.
c				<7,386.>
d				<4,431.>
e				5,814.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	110,517.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

123591
05-01-11

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	209,653.	0.	209,653.
CHARLES SCHWAB - ACCRUED INT PAID	<11,955.>	0.	<11,955.>
MORGAN STANLEY #0F6N3	38,987.	0.	38,987.
MORGAN STANLEY #0F6P8	4,079.	0.	4,079.
MORGAN STANLEY #12297	5,019.	0.	5,019.
MORGAN STANLEY #12297 - ACCRUED INT PAID	<108.>	0.	<108.>
STATE OF ISRAEL	1,300.	0.	1,300.
TOTAL TO FM 990-PF, PART I, LN 4	246,975.	0.	246,975.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,150.	0.		1,150.
TO FM 990-PF, PG 1, LN 16A	1,150.	0.		1,150.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,000.	500.		500.
TO FORM 990-PF, PG 1, LN 16B	1,000.	500.		500.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	19,364.	19,364.		0.
TO FORM 990-PF, PG 1, LN 16C	19,364.	19,364.		0.

FORM 990-PF — TAXES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEE	81.	0.		40.
REGISTRATION FEE	75.	0.		75.
FOREIGN TAX	1,424.	1,424.		0.
FEDERAL EXCISE TAX	4,268.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,848.	1,424.		115.

FORM 990-PF — U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS — STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNI BONDS-SEE ATTACHED STATEMENT		X	3,045,567.	3,209,764.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			3,045,567.	3,209,764.
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,045,567.	3,209,764.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK-SEE ATTACHED STATEMENT	2,402,050.	2,960,665.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,402,050.	2,960,665.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP OBLIG.-SEE ATTACHED STATEMENT	14,286.	13,553.
TOTAL TO FORM 990-PF, PART II, LINE 10C	14,286.	13,553.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISRAEL BOND	COST	25,000.	25,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		25,000.	25,000.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DENA SCHECHTER 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	PRESIDENT 0.00	0.	0.	0.
MELDON LEVINE 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	TREASURER 0.00	0.	0.	0.
NANCY CLAVIN 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	SECRETARY 0.00	0.	0.	0.
ROBERT LEVINE 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	VICE-PRESIDENT 0.00	0.	0.	0.
ADAM PAUL LEVINE 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	DIRECTOR 0.00	0.	0.	0.
ANDREW CLAVIN 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	DIRECTOR 0.00	0.	0.	0.
ASHER LEV SCHECHTER 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	DIRECTOR 0.00	0.	0.	0.
CARA E. LEVINE 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	DIRECTOR 0.00	0.	0.	0.
DANIEL CLAVIN 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	DIRECTOR 0.00	0.	0.	0.
ELIZABETH COHN 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	DIRECTOR 0.00	0.	0.	0.
JACOB C. LEVINE 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	DIRECTOR 0.00	0.	0.	0.

JOSHUA SCHECHTER 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	DIRECTOR 0.00	0.	0.	0.
MIEKE NEUMANN 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	DIRECTOR 0.00	0.	0.	0.
NOAH BLUM SCHECHTER 9460 WILSHIRE BLVD, STE 300 BEVERLY HILLS, CA 90212	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A STATEMENT 11
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

DENA SCHECHTER
MELDON LEVINE

HYMAN LEVINE FAMILY FOUNDATION: L'DOR V'DOR
STOCK GAIN/LOSS REPORT
AS OF DECEMBER 31, 2011

	Acquired	Sold	Proceeds	Cost	L/T	S/T
Short-Term Gain/(Loss) on Stock						
Alcoa Inc , 137 shares	05/20/10	01/04/11	2,234 11	1,547 15	-	686.96
Alcoa Inc., 39 shares	05/06/10	01/04/11	635 99	481 12	-	154.87
Ebay Inc , 3500 shares	07/21/10	01/05/11	100,221 16	71,926 19	-	28,294.97
Weatherford Intl LTD, 25 shares	04/14/10	01/11/11	568 75	426 04	-	142.71
Weatherford Intl LTD, 83 shares	04/14/10	01/27/11	1,908 56	1,414 43	-	494.13
American Electric Power Inc , 750 shares	05/27/10	01/28/11	26,760 01	23,916.12	-	2,843.89
Bristow Group Inc., 27 shares	08/13/10	01/28/11	1,364 63	888 83	-	475 80
Duke Energy Corp , 1500 shares	05/27/10	01/28/11	26,864 48	23,863 72	-	3,000 76
Weatherford Intl LTD, 63 shares	04/14/10	01/28/11	1,447 68	1,073 61	-	374 07
Chesapeake Energy Corp , 80 shares	07/20/10	02/07/11	2,530 64	1,719 82	-	810 82
Domtar Corp , 35 shares	06/29/10	02/11/11	3,136 47	1,735 39	-	1,401 08
Centrais Eletricas Brasileiras Pref Mutual Funds	05/20/10	03/04/11	1 07	-	-	1 07
Smithfield Foods Inc , 42 shares	07/02/10	03/22/11	946 02	594 93	-	351 09
Cephalon Inc., 12 shares	03/23/11	03/30/11	902 99	672 24	-	230 75
Cephalon Inc , 18 shares	03/24/11	03/30/11	1,354 48	1,026 64	-	327 84
Devon Energy Corp , 100 sharers	06/04/10	04/07/11	9,014 78	6,772 43	-	2,242.35
Goodrich Petroleum Corp , 27 shares	11/04/10	04/08/11	608 28	347 70	-	260 58
Barrick Gold Corp., 1500 shares	11/22/10	04/26/11	75,613 52	75,706 65	-	(93 13)
Goodrich Petroleum Corp , 53 shares	11/04/10	04/28/11	1,192 10	682 53	-	509 57
Zimmer Holdings Inc , 5 shares	08/26/10	04/28/11	329 39	238 24	-	91 15
Dean Foods Co , 122 shares	01/07/11	05/10/11	1,507 79	1,110 46	-	397 33
Dean Foods Co , 21 shares	01/12/11	05/10/11	259 54	203 18	-	56.36
Omnicare Inc , 38 shares	01/21/11	05/18/11	1,181 92	960 89	-	221 03
Bristow Group Inc , 13 shares	08/13/10	07/06/11	645 48	427 95	-	217 53
Bristow Group Inc , 4 shares	08/30/10	07/06/11	198 61	135 06	-	63 55
Range Resources Corp , 40 shares	09/28/10	07/26/11	2,584 53	1,450 39	-	1,134 14
Range Resources Corp., 43 shares	10/14/10	07/26/11	2,778 38	1,597 95	-	1,180.43
Stock Exchange OJSC Polyus ADR / Kazakhgold G	08/10/10	07/26/11	1,308 19	1,011 02	-	297 17
Stock Exchange OJSC Polyus ADR / Kazakhgold G	10/28/10	07/26/11	326 18	328 90	-	(2 72)
Stock Exchange OJSC Polyus ADR / Kazakhgold G	11/15/10	07/26/11	919 55	1,038 58	-	(119 03)
Stock Exchange OJSC Polyus ADR / Kazakhgold G	12/07/10	07/26/11	621 13	806 28	-	(185 15)
Stock Exchange OJSC Polyus ADR / Kazakhgold G	12/09/10	07/26/11	1,561 50	1,897 50	-	(336 00)
Stock Exchange OJSC Polyus ADR / Kazakhgold G	Cash In Lieu	07/26/11	0 73	0 00	-	0 73
Polyus Gold Intl LTD, 307 shares	07/26/11	08/11/11	1,011 02	1,065 29	-	(54 27)
West Japan Ry Co , 28 shares	02/23/11	09/09/11	1,199 88	1,137 61	-	62 27
Kimberly Clark Corp , 1000 shares	11/22/10	09/22/11	67,864 06	62,163 67	-	5,700 39
Best Buy Inc , 54 shares	12/14/10	10/10/11	1,352 72	1,917 34	-	(564 62)
Dean Foods Co., 53 shares	01/12/11	10/18/11	515 36	512 77	-	2 59
Dean Foods Co , 29 shares	01/12/11	10/20/11	275 19	280 58	-	(5.39)
Dean Foods Co , 7 shares	01/19/11	10/20/11	66 42	66.92	-	(0 50)
Royal Caribbean Cruises LTD, 64 shares	10/11/11	10/25/11	1,801 27	1,505 44	-	295 83
Best Buy Inc., 24 shares	03/04/11	10/28/11	647 91	785 41	-	(137 50)
Best Buy Inc , 40 shares	12/14/10	10/28/11	1,079 86	1,420 25	-	(340 39)
Alliant Techsystems, 10 shares	11/10/10	11/08/11	614 01	756.50	-	(142 49)
Alliant Techsystems, 11 shares	11/11/10	11/08/11	675 42	825 59	-	(150 17)
Alliant Techsystems, 11 shares	11/12/10	11/08/11	675 41	803 79	-	(128 38)
Best Buy Inc , 37 shares	03/04/11	11/14/11	1,026 03	1,210 84	-	(184 81)
Best Buy Inc , 47 shares	03/04/11	12/01/11	1,274 77	1,538 10	-	(263 33)
Ivanhoe Mines LTD, 47 shares	09/22/11	12/01/11	998 37	764 68	-	233 69
Royal Caribbean Cruises LTD, 60 shares	11/25/11	12/06/11	1,678 21	1,392 60	-	285 61
Glatfelter Co , 30 shares	04/19/11	12/16/11	422.57	390 81	-	31 76

HYMAN LEVINE FAMILY FOUNDATION: L'DOR V'DOR
STOCK GAIN/LOSS REPORT
AS OF DECEMBER 31, 2011

	Acquired	Sold	Proceeds	Cost	L/T	S/T
Shaw Group Inc , 13 shares	07/20/11	12/23/11	338 23	333 18	-	5 05
Shaw Group Inc , 9 shares	03/31/11	12/23/11	234 16	319 19	-	(85 03)
Short-Term Gain/(Loss) on Stock			355,279 51	305,192 50	0 00	**50,087.01**
Long-Term Gain/(Loss) on Stock						
Alcoa Inc , 52 shares	02/25/09	01/04/11	847 99	339.65	508 34	-
Ishares Silver Trust, 1000 shares	06/23/09	01/05/11	28,358 01	13,728 30	14,629.71	-
American Electric Power Inc , 1750 shares	01/11/10	01/28/11	62,440 01	62,929 83	(489 82)	-
Duke Energy Corp., 3500 shares	01/11/10	01/28/11	62,683 79	59,615 65	3,068 14	-
Ingram Micro Inc , 13 shares	04/08/08	02/02/11	261 05	215 02	46 03	-
Ingram Micro Inc , 72 shares	04/15/08	02/02/11	1,445 84	1,144 99	300 85	-
Marsh & McLennan Cos Inc , 29 shares	07/09/09	02/04/11	826 08	548.46	277 62	-
Tesoro Corp , 26 shares	12/02/08	02/04/11	543 84	214 98	328 86	-
Tesoro Corp , 31 shares	12/03/08	02/04/11	648 43	261 26	387 17	-
Tesoro Corp , 97 shares	08/12/09	02/04/11	2,028 94	1,229 26	799 68	-
Marsh & McLennan Cos Inc , 41 shares	07/09/09	02/07/11	1,166 17	775 40	390 77	-
Aetna Inc , 40 shares	07/27/09	02/09/11	1,502 97	1,007 94	495 03	-
Shaw Group Inc , 31 shares	10/02/08	02/10/11	1,234 60	750 70	483 90	-
Domtar Corp , 10 shares	02/16/08	02/11/11	896 14	211.21	684 93	-
Anglogold Ashanti LTD, 52 shares	01/21/10	03/04/11	2,494 45	2,028 10	466 35	-
Smithfield Foods Inc , 89 shares	08/18/09	03/21/11	2,007 70	1,049 62	958 08	-
Tesoro Corp , 187 shares	08/12/09	03/21/11	4,789 61	2,369 82	2,419 79	-
Tim Particpacoes SA, 34 shares	09/15/08	03/21/11	1,345 22	693 85	651 37	-
Smithfield Foods Inc , 17 shares	08/18/09	03/22/11	382 91	200 49	182 42	-
Smithfield Foods Inc , 34 shares	08/19/09	03/22/11	765 82	397 95	367 87	-
Tim Particpacoes SA, 31 shares	09/15/08	03/22/11	1,238 65	632 62	606 03	-
Anglogold Ashanti LTD, 8 shares	02/04/10	03/31/11	382 89	285 57	97 32	-
Anglogold Ashanti LTD, 85 shares	01/21/10	03/31/11	4,068 25	3,315 17	753 08	-
Sumitomo Mitsui Trust Holdings I	Cash In Lieu	04/01/11	0 68	0 95	(0 27)	-
Sumitomo Trust & Banking Co / Sumitomo Mitsui Ti	Stock Exch	04/01/11	4,067 00	4,067 00	-	-
Tim Particpacoes SA, 25 shares	09/15/08	04/06/11	1,143 14	510.18	632 96	-
Tim Particpacoes SA, 16 shares	09/15/08	04/07/11	730 53	326 52	404 01	-
Verizon Communications, 1000 shares	06/15/09	04/07/11	37,392 37	27,963 57	9,428 80	-
Telus Corporation, 11 shares	05/05/09	04/13/11	537 16	264 95	272 21	-
Telus Corporation, 6 shares	01/06/09	04/13/11	292 99	170 88	122 11	-
Humana Inc , 1 share	07/01/08	04/28/11	76 45	39 90	36 55	-
Humana Inc , 17 shares	07/07/08	04/28/11	1,299 69	663 42	636 27	-
Humana Inc , 45 shares	02/26/09	04/28/11	3,440 36	1,069.87	2,370 49	-
Humana Inc , 7 shares	06/10/09	04/28/11	535.17	206 53	328 64	-
Zimmer Holdings Inc , 2 shares	01/29/09	04/28/11	131 76	73 99	57 77	-
Zimmer Holdings Inc , 44 shares	01/29/09	04/28/11	2,898 67	1,663 50	1,235 17	-
Omnicare Inc , 93 shares	08/04/09	05/18/11	2,892 60	2,206.97	685 63	-
Aetna Inc , 70 shares	07/27/09	05/31/11	3,044 55	1,763 90	1,280 65	-
Crystallex Intl Corp , 138 shares	05/01/07	06/28/11	7 91	554 79	(546 88)	-
Crystallex Intl Corp , 171 shares	10/02/07	06/28/11	9 80	497 58	(487 78)	-
Crystallex Intl Corp , 332 shares	04/24/07	06/28/11	19 02	1,231 72	(1,212 70)	-
Crystallex Intl Corp , 419 shares	01/18/08	06/28/11	24 01	1,013 06	(989 05)	-
Crystallex Intl Corp , 565 shares	05/09/08	06/28/11	32 37	335.33	(302 96)	-
Crystallex Intl Corp , 783 shares	05/16/08	06/28/11	44 86	615 28	(570 42)	-
Crystallex Intl Corp , 858 shares	01/29/08	06/28/11	49 16	1,740 62	(1,691 46)	-
Tyson Foods Inc , 29 shares	11/13/07	07/08/11	540 86	434 90	105 96	-

HYMAN LEVINE FAMILY FOUNDATION: L'DOR V'DOR
STOCK GAIN/LOSS REPORT
AS OF DECEMBER 31, 2011

	Acquired	Sold	Proceeds	Cost	L/T	S/T
Tyson Foods Inc , 89 shares	06/18/08	07/08/11	1,659.90	1,226 17	433 73	-
Stock Exchange OJSC Polyus ADR / Kazakhgold G	07/02/10	07/26/11	1,453 93	1,282 60	171 33	-
Stock Exchange OJSC Polyus ADR / Kazakhgold G	07/16/10	07/26/11	1,245 73	1,070 45	175 28	-
Stock Exchange OJSC Polyus ADR / Kazakhgold G	07/19/10	07/26/11	385 17	337 48	47.69	-
Stock Exchange OJSC Polyus ADR / Kazakhgold G	07/21/10	07/26/11	1,367 18	1,210.39	156 79	-
Stock Exchange OJSC Polyus ADR / Kazakhgold G	07/23/10	07/26/11	1,308 19	1,144 38	163 81	-
Molson Coors Brewing, 1400 shares	05/27/10	07/27/11	63,698.01	57,128 00	6,570 01	-
Marsh & McLennan Cos Inc , 30 shares	01/12/10	08/03/11	875 82	652 36	223 46	-
Marsh & McLennan Cos Inc , 36 shares	07/09/09	08/03/11	1,050 98	680 84	370 14	-
Sumitomo Mitsui Trust Holdings I, 298 shares	06/25/08	08/04/11	1,071 34	1,421 97	(350 63)	-
Anglogold Ashanti LTD, 36 shares	02/04/10	08/09/11	1,520 50	1,285 04	235 46	-
Telus Corporation, 20 shares	05/05/09	08/12/11	1,005 23	481 72	523 51	-
Idacorp Inc , 33 shares	07/26/07	08/22/11	1,174 43	1,014 19	160 24	-
Anglogold Ashanti LTD, 35 shares	02/04/10	08/23/11	1,579 66	1,249 35	330 31	-
Gold Fields LTD, 6 shares	05/12/08	08/23/11	100 37	84 08	16 29	-
Marsh & McLennan Cos Inc , 114 shares	01/12/10	08/24/11	3,215 46	2,478 95	736 51	-
Tesoro Corp., 26 shares	08/12/09	09/07/11	627 85	329 49	298 36	-
Tesoro Corp , 41 shares	02/03/10	09/07/11	990 08	503 50	486 58	-
Gold Fields LTD, 16 shares	05/12/08	09/08/11	267 26	224 23	43 03	-
Gold Fields LTD, 19 shares	05/13/08	09/08/11	317 37	262 22	55 15	-
Telus Corporation, 18 shares	05/05/09	09/08/11	912 81	433 55	479 26	-
Arch Capital Group LTD, 19 shares	07/29/10	09/09/11	617 86	491 87	125 99	-
Gold Fields LTD, 27 shares	05/13/08	09/09/11	446 69	372 63	74 06	-
Gold Fields LTD, 50 shares	07/24/08	09/09/11	827 21	602 87	224 34	-
Arch Capital Group LTD, 32 shares	07/29/10	09/12/11	1,037 92	828 40	209 52	-
Telus Corporation, 21 shares	05/05/09	09/14/11	1,059 13	505 81	553 32	-
Telus Corporation, 3 shares	02/16/10	09/14/11	151 30	92.29	59 01	-
Chesapeake Energy Corp , 23 shares	07/20/10	09/27/11	648 64	494 45	154 19	-
Tech Data Corp , 17 shares	04/24/07	10/05/11	770 29	616 28	154 01	-
Ameren Corp., 22 shares	03/06/09	10/07/11	644 70	460 11	184 59	-
Ameren Corp , 5 shares	02/18/09	10/07/11	146.52	132 41	14 11	-
Ingram Micro Inc , 16 shares	02/23/09	10/07/11	288 61	186 06	102 55	-
Ingram Micro Inc , 21 shares	11/10/08	10/07/11	378 79	279 99	98 80	-
Ingram Micro Inc , 7 shares	04/15/08	10/07/11	126 26	111 32	14.94	-
Kroger Co , 89 shares	08/06/09	10/07/11	2,009 93	1,910 42	99 51	-
Petrobras Argentina SA, 43 shares	12/03/09	10/07/11	567 12	744 82	(177 70)	-
Tesoro Corp , 38 shares	02/03/10	10/11/11	923 66	466 65	457 01	-
Tech Data Corp , 10 shares	04/24/07	10/12/11	465 80	362 51	103 29	-
Tech Data Corp , 22 shares	04/09/08	10/12/11	1,024 76	737 83	286 93	-
Tesoro Corp , 25 shares	02/03/10	10/12/11	611 01	307 01	304 00	-
Tyson Foods Inc , 49 shares	06/18/08	10/12/11	892 84	675 08	217 76	-
Tyson Foods Inc., 53 shares	08/14/09	10/12/11	965 72	596 24	369 48	-
Telus Corp , 34 shares	02/16/10	10/18/11	1,732 73	1,045 97	686 76	-
Abbott Labs, 600 shares	05/27/10	10/19/11	32,233 31	28,623 87	3,609 44	-
AGCO Corp , 6 shares	06/17/09	10/25/11	247 95	163 45	84 50	-
AGCO Corp., 9 shares	06/08/10	10/25/11	371.92	233 28	138 64	-
Banro Corp., 125 shares	04/28/08	10/25/11	539 65	979.68	(440.03)	-
Banro Corp , 15 shares	05/25/07	10/25/11	64 76	149 70	(84 94)	-
Banro Corp , 48 shares	06/25/07	10/25/11	207 23	476.37	(269 14)	-
Banro Corp , 56 shares	03/10/08	10/25/11	241 76	557 41	(315 65)	-
Banro Corp , 69 shares	02/20/08	10/25/11	297 89	680 38	(382 49)	-
Banro Corp , 83 shares	05/17/10	10/25/11	358 33	175 92	182 41	-

HYMAN LEVINE FAMILY FOUNDATION: L'DOR V'DOR
STOCK GAIN/LOSS REPORT
AS OF DECEMBER 31, 2011

	Acquired	Sold	Proceeds	Cost	L/T	S/T
Banro Corp., 91 shares	07/24/08	10/25/11	392 86	356 30	36 56	-
AGCO Corp , 31 shares	06/08/10	10/26/11	1,298 02	803 54	494 48	-
Tyson Foods Inc , 13 shares	10/21/10	10/27/11	253 70	204 72	48 98	-
Tyson Foods Inc , 68 shares	08/14/09	10/27/11	1,327 05	764 99	562 06	-
Novagold Resources Inc., 103 shares	04/30/09	11/11/11	955 80	278 92	676 88	-
Abbott Labs, 750 shares	11/22/10	11/30/11	40,635 06	35,433 18	5,201 88	-
Tyson Foods Inc , 82 shares	10/21/10	12/06/11	1,661 08	1,291 32	369 76	-
Shaw Group Inc , 17 shares	12/03/08	12/08/11	410 15	282 60	127 55	-
Shaw Group Inc , 2 shares	07/13/09	12/08/11	48 25	47 51	0 74	-
Shaw Group Inc , 8 shares	10/02/08	12/08/11	193 01	193 73	(0 72)	-
Ameren Corp , 1 shares	03/06/09	12/15/11	31 98	20 91	11 07	-
Ameren Corp , 18 shares	05/13/09	12/15/11	575 70	440 62	135 08	-
Ameren Corp , 49 shares	08/05/09	12/15/11	1,567 18	1,259 20	307 98	-
Kroger Co , 14 shares	08/06/09	12/22/11	340 30	300.51	39 79	-
Kroger Co , 66 shares	09/17/09	12/22/11	1,604 28	1,372 68	231.60	-
Shaw Group Inc , 23 shares	07/13/09	12/23/11	598 41	546 34	52 07	-
Shaw Group Inc , 37 shares	06/08/10	12/23/11	962 65	1,200 53	(237 88)	-
Long-Term Gain/(Loss) on Stock			431,153 51	364,720 89	**66,432.62**	0 00

Net Gain/(Loss) on Stock **116,519.63**

HYMAN LEVINE FAMILY FOUNDATION: L'DOR V'DOR
BOND GAIN/LOSS REPORT FOR 2011

Bonds	Face Value	Acquired	Sold	Proceeds	Cost	Gain/Loss L/T	Gain/Loss S/T
Short-Term Gain/(Loss) on Bonds							
San Francisco Calif City, due 8/1/16 @ 7.375%	150,000	10/04/10	02/22/11	162,678 00	169,792.50	-	(7,114.50)
Goodrich Petrole Ser B, due 12/1/26 @ 3.25%	2,000	03/23/10	02/28/11	2,025 00	2,075 22	-	(50 22)
Omnicare Inc., 3.25% due 12/15/35	2,000	08/09/10	05/12/11	1,915.00	1,748.52	-	166 48
Old Republic International, due 05/15/12 @ 8%	1,000	02/16/11	10/12/11	1,020.00	1,215.74	-	(195 74)
Old Republic International, due 05/15/12 @ 8%	1,000	02/16/11	10/21/11	1,023.75	1,215 75	-	(192.00)
Short-Term Gain/(Loss) on Bonds				168,661 75	176,047.73	0.00	**-7,385.98**
Long-Term Gain/(Loss) on Bonds						-	-
Goodrich Petrole Ser B, due 12/1/26 @ 3 25%	3,000	10/30/09	02/28/11	3,037 50	3,138 55	(101.05)	-
Goodrich Petrole Ser B, due 12/1/26 @ 3.25%	1,000	02/02/10	02/28/11	1,012 50	1,047.01	(34.51)	-
California State, due 6/1/11 @ 5.09%	100,000	10/19/09	06/01/11	100,000 00	100,132 00	(132 00)	-
Chula Vista Cal, due 8/1/11 @ 8.125%	35,000	01/21/09	08/01/11	35,000.00	35,525.00	(525.00)	-
Los Angeles CA Convention Cent , due 8/15/13 @ 6.75	40,000	10/27/08	08/15/11	40,000 00	39,593.20	406.80	-
Delta Petroleum, due 5/1/37 @ 3 75%	4,000	03/31/09	08/23/11	3,517 50	1,010.00	2,507 50	-
Reno Nevada Redev. AG, due 6/1/23 @ 6.1%	200,000	04/20/10	08/30/11	147,000 00	155,884 00	(8,884.00)	-
Beaumont Calif Fi, due 9/1/12 @ 5.2%	25,000	01/13/09	09/01/11	25,000 00	22,397 50	2,602.50	-
Brea Calif Pub, due 9/1/13 @ 7.25%	35,000	10/23/08	09/01/11	35,000.00	35,000.00	-	-
Los Angeles CA Cmnty Redev, due 9/1/37 @ 6 49%	5,000	12/20/07	09/01/11	5,000.00	4,737 50	262.50	-
Gold Reserves Inc., due 6/15/22 @ 5.5%	1,000	02/17/07	09/12/11	823 75	942 50	(118 75)	-
Old Republic International, due 05/15/12 @ 8%	1,000	03/12/10	10/12/11	1,021.25	1,218.90	(197 65)	-
Old Republic International, due 05/15/12 @ 8%	1,000	03/18/10	10/12/11	1,021.25	1,239.30	(218.05)	-
Long-Term Gain/(Loss) on Bonds				397,433.75	401,865.46	**-4,431.71**	0 00
Net Gain/(Loss) on Bonds							**(11,817.69)**

HYMAN LEVINE FAMILY FOUNDATION: L'DOR V'DOR
FOREIGN CURRENCY GAIN/LOSS REPORT FOR 2011

Foreign Currency	Date Acquired	Date Sold	Proceeds	Total Cost	Gain/Loss
Short Term Gain/(Loss)					
Norwegian Krone	12/21/10	03/16/11	165,813 94	160,000 00	5,813 94
Total Short Term Gain/(Loss)			165,813.94	160,000 00	5,813 94
Long Term Gain/(Loss)					
N/A			-	-	-
Total Long Term Gain/(Loss)			-	-	-
NET GAIN/(LOSS)					**5,813.94**

HYMAN LEVINE FAMILY FOUNDATION L'DOR V'DOR
DONATIONS
JANUARY THROUGH DECEMBER 2011

American Cancer Society	3333 Wilshire Blvd , Ste 900		Los Angeles	CA	90010	2,500
American Constitution Society	1333 H Street, NW, 11th Floor		Washington	DC	20005	1,000
American Friends of Tel Aviv University	9911 W Pico Blvd , Suite 1240		Los Angeles	CA	90035	20,000
American Friends of the Israel Philharm	c/o Grant Associates	5670 Wilshire Boulevard, Suite 1590	Los Angeles	CA	90036	2,000
American Jewish Committee	9911 West Pico Blvd , Suite 1602		Los Angeles	CA	90035	1,500
American Jewish University	15600 Mulholland Drive		Bel Air	CA	90077	53,050
Bet Tzedek	145 S Fairfax Ave, Suite 200		Los Angeles	CA	90036	1,000
Beverly Hills Firemen's Association	Post Office Box 1720		Beverly Hills	CA	90213-1720	1,000
Beverly Hills Police Officers Association	464 N Rexford Drive		Beverly Hills	CA	90210	1,000
Boys and Girls Country	18806 Roberts Road		Hockley	TX	77447	1,500
B'Tselem	1411 K St NW, Suite 603		Washington	DC	20005	1,000
Cal Baseball Foundation	c/o Moore & Baker, LLP	1801 N California Blvd , Suite 101	Walnut Creek	CA	94596-4133	2,500
Camp Max Straus	Jewish Big Brothers Big Sisters of LA	6505 Wilshire Boulevard, Suite 600	Los Angeles	CA	90048	500
Camp Ramah	17525 Ventura Blvd , Suite 201		Encino	CA	91316	2,500
Cedars-Sinai Heart Institute	8700 Beverly Blvd, Suite 2416		Los Angeles	CA	90048	5,000
Center for Discovery	P O Box 840		Harris	NY	12742	1,000
Church in Ocean Park	235 Hill Street		Santa Monica	CA	90405-4198	500
City of Beverly Hills - 9/11 Fund	427 N Canon Drive, Suite 108		Beverly Hills	CA	90210	500
College Match	c/o Community Partners	1000 North Alameda Street, Suite 240	Los Angeles	CA	90012	1,000
Common Cause	74 Trinity Place, Suite 901		New York	NY	10006	1,000
CUNY Graduate School of Journalism	219 West 40th Street		New York	NY	10018	1,000
Developing Minds Foundation	934 Michigan Avenue, Suite 304		Miami Beach	FL	33139	1,000
Friends of Sheba Medical Center	2566 Overland Avenue, Suite 670		Los Angeles	CA	90064	1,000
GRUPEDSAC	Av de las Fuentes No 184 Local 517	Col Lomas de Tecamachalco	Naucalpan	Mexico	53950	10,000
Harvard Law School Annual Fund	Harvard Law School Alumni Center	125 Mount Auburn Street	Cambridge	MA	02138	2,000
Harvard-Westlake School	Office of Advancement	P O Box 492415	Los Angeles	CA	90049	2,000
Hike For Hope / Desert Women's Council	City of Hope	P O Box 60409	Los Angeles	CA	90060	930
Homeboy Industries	130 W Bruno Street		Los Angeles	CA	90012	500
Inner City Law Center	1309 East 7th Street		Los Angeles	CA	90021	1,000
Inner-City Arts	720 Kohler Street		Los Angeles	CA	90021-1518	1,500
IPCRI	Tantour	P O Box 9321	Jerusalem	Israel	91092	1,000
Jewish Family Service	3580 Wilshire Blvd #700		Los Angeles	CA	90010	24,500
Jewish Home	7150 Tampa Avenue		Reseda	CA	91335	750
Jewish National Fund	9918 Carver Road, Suite 102		Cincinnati	OH	45242	1,500
Jewish War Veterans	JWV National Headquarters	1811 R Street, NW	Washington	DC	20009	1,000
JFS/Save-A-Family	3580 Wilshire Blvd #700		Los Angeles	CA	90010	17,000
Junior Blind of America	5300 Angeles Vista Blvd		Los Angeles	CA	90043	15,000
Juvenile Diabetes Research Foundation Int	Greater Los Angeles Chapter	800 W 6th Street, Suite 450	Los Angeles	CA	90017	500
KCRW 89 9 FM	1900 Pico Boulevard		Santa Monica	CA	90405	1,000
KUSC	P O Box 77913		Los Angeles	CA	90007	1,000
LA Opera	Development Department	135 North Grand Avenue	Los Angeles	CA	90012	2,000
LACMA	5905 Wilshire Boulevard		Los Angeles	CA	90036-4597	2,000
Los Angeles Leadership Academy	234 East Avenue 33		Los Angeles	CA	90031	2,000
Los Angeles Philharmonic Association	151 South Grand Avenue		Los Angeles	CA	90012-3034	11,889
Los Angeles Police Foundation	515 South Flower Street, Suite 1680		Los Angeles	CA	90071	1,500
Make-A-Wish Foundation	of Greater Los Angeles	1875 Century Park East, Suite 950	Los Angeles	CA	90067	500
Mental Health Advocacy Services	3255 Wilshire Blvd , Suite 902		Los Angeles	CA	90010	1,000
Museum of Tolerance	9786 West Pico Boulevard		Los Angeles	CA	90035-4720	500
Music Center	135 North Grand Avenue		Los Angeles	CA	90012	800
National Conference on Soviet Jewry	2020 K Street, NW, Suite 7800		Washington	DC	20006	1,000
One Voice & Homeless Health Care LA	2330 Beverly Boulevard		Los Angeles	CA	90057	250
Pacific Council on Int'l Policy	801 S Figueroa Street, Suite 1130		Los Angeles	CA	90017	20,000
People For Parks Charitable Fund	16161 Ventura Blvd , Suite C-792		Encino	CA	91436	1,000
Phase One	256 26th Street, Suite 201		Santa Monica	CA	90402	10,500
Progr Jewish Alliance & Jewish Fund	330 7th Avenue, 19th Floor		New York	NY	10001	1,000
Religious Action Center of Reform Judaism	Arthur and Sara Jo Kobacker Building	2027 Massachusetts Ave, NW	Washington	DC	20036	2,000
S T A R	6634 Valjean Avenue		Van Nuys	CA	91406	4,000
Special Olympics	6730 East Carson Street		Long Beach	CA	90808	500
Stanford Jewish Center	c/o Dov Greenberg	1289 College Avenue	Palo Alto	CA	94306	22,500
Temple Isaiah	10345 West Pico Boulevard		Los Angeles	CA	90064	3,600
The Caring Institute	320 A Street, N E		Washington	DC	20002	10,000
The Executives/JHA	7150 Tampa Avenue		Reseda	CA	91335	1,800
The Stecher & Horowitz Foundation	119 W 57th Street, Suite 1401		New York	NY	10019-2400	1 000

HYMAN LEVINE FAMILY FOUNDATION L'DOR V'DOR
DONATIONS
JANUARY THROUGH DECEMBER 2011

Today & Tomorrow's Children Fund (UCLA)	Mattel Children's Hospital UCLA	10945 Le Conte Avenue, Suite 3132	Los Angeles	CA	90095-1784	10,000
Tourette Syndrome Association	42-40 Bell Boulevard, Suite 205		Bayside	NY	11361-2820	500
UC Berkeley Foundation	University Relations Gift Administration	2080 Addison Street, MC 4200	Berkeley	CA	94720-4200	20,000
UCLA Foundation	UCLA Development	10920 Wilshire Blvd , Suite 1400	Los Angeles	CA	90024-6516	8,000
United Jewish Fund	The Jewish Federation	6505 Wilshire Blvd , Suite 1000	Los Angeles	CA	90048-4994	5,000
United States Holocaust Memorial Museum	Development Office	100 Raoul Wallenberg Place, SW	Washington	DC	20024	3,500
Women Against Gun Violence	8800 Venice Blvd , Suite 304		Los Angeles	CA	90034	500
Woodrow Wilson School - Princeton Univ	Princeton University	Robertson Hall	Princeton	NJ	08544-1013	1,000
						334,069

S3035.1

Form 8868 (Rev. January 2012) 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 File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. HYMAN LEVINE FAMILY FOUNDATION L'DOR V'DOR	Employer identification number (EIN) or [X] 20-1917833
	Number, street, and room or suite no. If a P.O. box, see instructions. 9460 WILSHIRE BLVD, SUITE 300	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BEVERLY HILLS, CA 90212	

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

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

- The books are in the care of ▶ DENA SCHECHTER 9460 WILSHIRE BLVD, SUITE 300 - BEVERLY HILLS, CA 90212

Telephone No. ▶ 310-274-5291 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2011 or

▶ [ ] tax year beginning ______, and ending ______.

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

COPY

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	$ 3,400.
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	$ 3,040.
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	$ 360.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev 1-2012)

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