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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE DR. DEBORAH A. LEVY AND ILONA BELL FLINT FOUNDATION		A Employer identification number 20-8040004
Number and street (or P.O. box number if mail is not delivered to street address) 1901 AVENUE OF THE STARS, SUITE 200	Room/suite	B Telephone number (310) 553-5572
City or town, state, and ZIP code LOS ANGELES, CA 90067-6001		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 750,821.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			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	11,055.	11,055.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<42,724.>			
	b Gross sales price for all assets on line 6a	2,012,076.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	<31,669.>	11,055.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	18,105.	9,053.		9,052.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes	30.	0.		30.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	245.	245.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	18,380.	9,298.		9,082.
25 Contributions, gifts, grants paid	22,500.			22,500.	
26 Total expenses and disbursements. Add lines 24 and 25	40,880.	9,298.		31,582.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<72,549.>				
b Net investment income (if negative, enter -0-)		1,757.			
c Adjusted net income (if negative, enter -0-)			N/A		

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**THE DR. DEBORAH A. LEVY AND ILONA BELL
FLINT FOUNDATION**

Form 990-PF (2011)

20-8040004

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 17,747.		17,747.	17,747.
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 4	414,426.	30,830.	30,319.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ MONEY FUND)	419,455.	702,755.	702,755.
	16 Total assets (to be completed by all filers)	833,881.	751,332.	750,821.
	17 Accounts payable and accrued expenses			
	18 Grants payable	25,000.	15,000.	
Net Assets or Fund Balances	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)	25,000.	15,000.	
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	808,881.	736,332.	
	30 Total net assets or fund balances	808,881.	736,332.	
31 Total liabilities and net assets/fund balances	833,881.	751,332.		

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	808,881.
2 Enter amount from Part I, line 27a	2	<72,549.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	736,332.
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	736,332.

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 PUBLICLY TRADED SECURITIES (STMT A)	P	12/12/11	12/12/11
b CAPITAL GAIN DISTRIBUTIONS	P	12/12/11	12/12/11
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 2,011,696.		2,054,800.	<43,104.>
b 380.			380.
c			
d			
e			

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			<43,104.>
b			380.
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 2	<42,724.>
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	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	42,932.	836,009.	.051354
2009	43,531.	864,269.	.050367
2008	24,421.	934,520.	.026132
2007	15,000.	967,063.	.015511
2006			

2 Total of line 1, column (d)	2	.143364
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	.035841
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	787,395.
5 Multiply line 4 by line 3	5	28,221.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	18.
7 Add lines 5 and 6	7	28,239.
8 Enter qualifying distributions from Part XII, line 4 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.	8	31,582.

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	18.
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	18.
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	18.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	682.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	682.	
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	664.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 664. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 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? Website address ► N/A	13	X	
14	The books are in care of ► THEODORE M. BELL, ESQ. Telephone no. ► (310) 553-5572 Located at ► 1901 AVENUE OF THE STARS, SUITE 200, LA, CA ZIP+4 ► 90067-6001			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	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?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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? If "Yes," list the years ► 2010	☒ Yes ☐ No	
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.)	2b	X
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.)	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 2011?	4b	X

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Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes

☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes

☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes

☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes

☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes

☒ No

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

N/A

☒

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?

☐ Yes

☒ No

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

☐

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
DR. DEBORAH A. LEVY	DIRECTOR, PRESIDENT			
1901 AVENUE OF THE STARS, SUITE 200	0.30	0.	0.	0.
LOS ANGELES, CA 90067				
BERT RUSSO	DIRECTOR, VP			
1901 AVENUE OF THE STARS, SUITE 200	0.00	0.	0.	0.
LOS ANGELES, CA 90067				
THEODORE M. BELL, ESQ.	MANAGING DIR., SECRETARY			
1901 AVENUE OF THE STARS, SUITE 200	3.00	18,105.	0.	0.
LOS ANGELES, CA 90067				

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

0

0.

2011.03060 THE DR. DEBORAH A. LEVY AND 20804001

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	263,048.
b	Average of monthly cash balances	1b	536,338.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	799,386.
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	799,386.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,991.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	787,395.
6	Minimum investment return. Enter 5% of line 5	6	39,370.

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	39,370.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	18.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	18.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	39,352.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	39,352.
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	39,352.

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	31,582.
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	31,582.
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	18.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	31,564.

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

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THE DR. DEBORAH A. LEVY AND ILONA BELL
FLINT FOUNDATION

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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				39,352.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			41,637.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 31,582.				
a Applied to 2010, but not more than line 2a			31,582.	
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				0.
e Remaining amount distributed out of corpus	0.			
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	0.			
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.			10,055.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				39,352.
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	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT B	NONE	NONE	CHARITY	22,500.
Total			3a	22,500.
b Approved for future payment				
NONE				
Total			3b	0.

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

[illegible]

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	Date <u>6/21/12</u>	Title <u>DIRECTOR</u>

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
	DANIELLE BUONAIUTO	<i>Danielle Buonaiuto</i>	6/18/12		P00176770
	Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
	Firm's address ▶ 555 MISSION STREET, 14TH FLOOR SAN FRANCISCO, CA 94105			Phone no. (415) 783-4000	

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
SMITH BARNEY	11,055.	0.	11,055.		
TOTAL TO FM 990-PF, PART I, LN 4	11,055.	0.	11,055.		

FORM 990-PF		TAXES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE TAXES PAID- FORM RRF-1	20.	0.		20.	
STATE TAXES PAID- FORM 199	10.	0.		10.	
TO FORM 990-PF, PG 1, LN 18	30.	0.		30.	

FORM 990-PF		OTHER EXPENSES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT EXPENSES	245.	245.		0.	
TO FORM 990-PF, PG 1, LN 23	245.	245.		0.	

FORM 990-PF		OTHER INVESTMENTS		STATEMENT	4
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE		
SEE STATEMENT C	COST	30,830.	30,319.		
TOTAL TO FORM 990-PF, PART II, LINE 13		30,830.	30,319.		

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

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

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

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

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

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

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

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions THE DR. DEBORAH A. LEVY AND ILONA BELL FLINT FOUNDATION	Employer identification number (EIN) or ☒ 20-8040004
	Number, street, and room or suite no. If a P.O. box, see instructions. 1901 AVENUE OF THE STARS, SUITE 200	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90067-6001	

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

THEODORE M. BELL, ESQ.

- The books are in the care of ► **1901 AVENUE OF THE STARS, SUITE 200 - LA, CA 90067-6001**
Telephone No. ► **(310) 553-5572** 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:
► ☒ 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

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	\$ 18.
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	\$ 682.
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	\$ 0.

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)

DEBORAH A. LEVY AND

Account Number 94-13 630

2011 YEAR END SUMMARY

Details of Short Term Gain (Loss) 2011

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	1,150	WEATHERFORD INTERNATIONAL LTD.-CHF	04/01/11	04/08/11	\$ 25,029.82	\$ 26,725.55	(\$ 1,695.73)	
125000020	1,150	WEATHERFORD INTERNATIONAL LTD.-CHF	04/01/11	04/12/11	23,824.99	26,725.55	(2,900.56)	
125000030	2,000	AT&T INC	08/22/11	09/06/11	55,261.53	56,886.00	(1,624.47)	
125000040	2,000	AT&T INC	09/21/11	10/04/11	55,578.73	57,260.20	(1,681.47)	
125000050	500	AT&T INC	10/24/11	11/22/11	14,023.73	14,457.85	(434.12)	
		TRADE AS OF 11/22/11						
125000060	1,000	AEROVIRONMENT INC CGMI AND/OR ITS AFFILIATES	07/08/11	08/05/11	27,488.47	36,468.30	(8,979.83)	

DEBORAH A. LEVY AND

Account Number

94-13 630

Details of Short Term Gain (Loss) 2011 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000070	3,000	ANNALY CAPITAL MANAGEMENT INC	06/08/11	08/08/11	\$ 50,557.72	\$ 55,353.90	(\$ 4,796.18)	
125000080	5,000	ANNALY CAPITAL MANAGEMENT INC	08/22/11	09/22/11	87,995.80	89,831.50	(1,835.70)	
125000090	2,500	ANNALY CAPITAL MANAGEMENT INC	09/15/11	10/03/11	40,105.47	44,990.75	(4,885.28)	
125000100	2,500	ANNALY CAPITAL MANAGEMENT INC	09/15/11	10/04/11	37,668.27	44,990.75	(7,322.48)	
125000110	5,000	ARMOUR RESIDENTIAL INC	09/20/11	10/03/11	29,459.64	36,232.00	(6,772.36)	
	2,000		09/21/11		11,783.86	14,319.40	(2,535.54)	
125000120	2,500	AVALON RARE METALS INC	04/08/11	04/08/11	23,103.55	24,128.50	(1,024.95)	
		ORD SHS (CANADA)						
125000130	10,000	CITIGROUP INC	01/19/11	02/09/11	47,993.07	48,206.00	(212.93)	
		THE ISSUER MAY BE DEEMED TO CONTROL, BE CONTROLLED BY, OR BE UNDER COMMON CONTROL WITH						
125000140	1,000	ETF'S PHYSICAL PRECIOUS METAL BASKET SHARES PROSPECTUS ENCLOSED	02/23/11	05/02/11	109,031.90	91,247.47		17,784.43
125000150	250	ETF'S PHYSICAL PRECIOUS METAL BASKET SHARES PROSPECTUS ENCLOSED	08/22/11	08/24/11	26,721.23	28,900.00	(2,178.77)	
125000160	250	ETF'S PHYSICAL PRECIOUS METAL BASKET SHARES PROSPECTUS ENCLOSED	08/22/11	09/12/11	27,389.72	28,884.59	(1,494.87)	
125000170	250	ETF'S PHYSICAL PRECIOUS METAL BASKET SHARES PROSPECTUS ENCLOSED	09/02/11	09/23/11	23,728.54	28,786.50	(5,057.96)	
125000180	1,000	FREPORT MCMORAN COPPER & GOLD CL B	06/08/11	06/13/11	47,963.07	48,663.00	(699.93)	
125000190	7,500	FRONTIER COMMUNICATIONS CORP	01/24/11	02/22/11	69,840.15	69,375.75		464.40
125000200	1,000	GENERAL ELECTRIC CO TRADE AS OF 11/22/11	10/24/11	11/22/11	14,983.71	16,483.50	(1,499.79)	
125000210	1,000	ISHARES SILVER TRUST	12/28/10	01/05/11	28,596.51	29,602.30	(1,005.79)	
125000220	1,000	ISHARES SILVER TRUST	12/28/10	01/14/11	27,556.53	29,602.30	(2,045.77)	
125000230	1,000	ISHARES SILVER TRUST PROSPECTUS ENCLOSED	06/01/11	06/01/11	36,846.29	37,443.00	(596.71)	
125000240	1,000	ISHARES BARCLAYS TREAS INFLATION PROTECTED SECS FD	02/23/11	04/01/11	108,651.91	107,607.00		1,044.91

DEBORAH A. LEVY AND

Account Number

94-13 630

Details of Short Term Gain (Loss) 2011 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000250	500	ISHARES BARCLAYS TREAS INFLATION PROTECTED SECS FD PROSPECTUS ENCLOSED	04/14/11	06/01/11	\$ 55,145 94	\$ 54,803.50		\$ 342.44
125000260	500	ISHARES BARCLAYS TREAS INFLATION PROTECTED SECS FD PROSPECTUS ENCLOSED	04/14/11	08/11/11	57,730.29	54,803.50		2,926.79
125000270	500	ISHARES DJ US REAL ESTATE INDX FUND PROSPECTUS ENCLOSED	01/05/11	04/11/11	29,299.93	28,069.50		1,230.43
125000280	500	ISHARES S&P U.S. PREFERRED STK INDEX FD PROSPECTUS ENCLOSED TRADE AS OF 11/22/11	10/21/11	11/22/11	17,955.30	18,372.85	(417.55)	
125000290	500	ISHARES S&P U.S. PREFERRED STK INDEX FD PROSPECTUS ENCLOSED	10/21/11	12/29/11	17,747.45	18,372.85	(625.40)	
125000300	2,900 100	KEMET CORPORATION COMMON STOCK TRADE AS OF 11/22/11	11/04/11 11/04/11	11/22/11	23,599.74 813.78	26,991.95 928.00	(3,392.21) (114.22)	
125000310	750	MARKET VECTORS ETF TR AGRIBUSINESS ETF	12/13/10	02/22/11	41,175.70	38,550.98		2,624.72
125000320	500	MARKET VECTORS ETF TR AGRIBUSINESS ETF PROSPECTUS ENCLOSED	04/15/11	06/01/11	27,191.47	27,472.10	(280.63)	
125000330	500	MARKET VECTORS ETF TR AGRIBUSINESS ETF PROSPECTUS ENCLOSED	04/15/11	06/08/11	26,309.99	27,472.10	(1,162.11)	
125000340	375 750	PHILIP MORRIS INTL INC	08/24/11 09/15/11	10/04/11	22,891.35 45,782.69	26,297.25 51,155.48	(3,405.90) (5,372.79)	
125000350	1,000	PROSHARES ULTRASHORT LEHMAN 20+ YEAR TREASURY	01/20/11	01/25/11	37,903.27	39,516.00	(1,612.73)	
125000360	250	SPDR GOLD TR GOLD SHS PROSPECTUS ENCLOSED	06/01/11	07/20/11	38,975.78	37,775.90		1,199.88
125000370	125	SPDR GOLD TR GOLD SHS PROSPECTUS ENCLOSED	06/01/11	07/22/11	19,471.87	18,887.95		583.92
125000380	125	SPDR GOLD TR GOLD SHS PROSPECTUS ENCLOSED	06/01/11	08/01/11	19,624.00	18,887.95		736.05

2011 Year End Summary

Ref: 00010787 00101220

DEBORAH A. LEVY AND
Account Number 94-13 630

Details of Short Term Gain (Loss) 2011 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000390	100	SPDR GOLD TR GOLD SHS JP 1702	10/17/11	12/14/11	\$ 15,259.05	\$ 16,372.10	(\$ 1,113.05)	
125000400	500	SPDR SER TR S&P METALS & MNG ETF	12/13/10	01/20/11	33,283.36	33,589.50	(306.14)	
125000410	2,000	MATERIALS SELECT SECTOR SPDR FUND	12/02/10	01/20/11	74,998.15	73,380.00		1,618.15
125000420	1,000	SELECT SECTOR SPDR-ENERGY	12/13/10	01/20/11	69,485.66	66,913.00		2,572.66
125000430	4,000 3,000	SELECT SECTOR SPDR TR FINANCIAL	12/02/10 12/13/10	02/22/11	66,478.09 49,858.57	60,518.00 47,667.00		5,960.09 2,191.57
125000440	1,000	SELECT SECTOR SPDR INDUSTRIAL	12/13/10	02/22/11	36,993.28	34,603.00		2,390.28
125000450	3,000	TITANIUM METALS CORP(NEW)	04/15/11	06/01/11	54,125.85	54,426.00	(300.15)	
125000460	3,500	WINDSTREAM CORP CGMI AND/OR ITS AFFILIATES	09/22/11	10/03/11	39,730.48	42,900.75	(3,170.27)	
125000470	3,500	WINDSTREAM CORP CGMI AND/OR ITS AFFILIATES	09/22/11	10/04/11	38,680.50	42,900.75	(4,220.25)	
Total					\$ 2,011,695.75	\$ 2,054,799.62	(\$ 86,774.69)	\$ 43,870.72

2011 YEAR END SUMMARY

THE DR. DEBORAH A. LEVY AND ILONA BELL FLINT FOUNDATION
EIN: 20-8040004
YEAR ENDED 12/31/11
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

PART XV, FORM 990-PF, Supplementary Information

LINE 3a - Contributions Paid

FRIENDS OF IGS	500
FRIENDS OF OVERLAND	1,000
PPLA	1,500
PPLA	1,500
GENTLE BARN	3,000
UCLA OPERATION MEND	15,000

-

Total 2011 Contributions

22,500

THE DR. DEBORAH A. LEVY AND ILONA BELL FLINT FOUNDATION
EIN: 20-8040004
YEAR ENDED 12/31/11
TAX BASIS OF INVESTMENTS

Description	Valuation Method	Book Value	Fair Market Value
SPDR GOLD TR GOLD SHS	COST	16,372	15,199
AT&T INC	COST	14,458	15,120
		30,830	30,319