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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation Michael and Andrea Leven Family Foundation	**A Employer identification number** 27-4093841
Number and street (or P O box number if mail is not delivered to street address): Foundation Source 501 Silverside Rd — Room/suite: 123	**B** Telephone number (see instructions) (800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809-1377	**C** If exemption application is pending, check here ▶ ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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)* ▶ $ 9,073,581 — **J** Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	9,000,089			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	312	312		
	4 Dividends and interest from securities	21,711	21,711		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	10,414			
	b Gross sales price for all assets on line 6a 982,366				
	7 Capital gain net income (from Part IV, line 2)		9,604		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-6,134	1,954		
	12 **Total.** Add lines 1 through 11	9,026,392	33,581		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	6,585	6,585		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,990	1,517		7,408
	24 **Total operating and administrative expenses.** Add lines 13 through 23	15,575	8,102		7,408
	25 Contributions, gifts, grants paid	165,000			165,000
	26 **Total expenses and disbursements** Add lines 24 and 25	180,575	8,102		172,408
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	8,845,817			
	b **Net investment income** (if negative, enter -0-)		25,479		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	100,002	2,145,621	2,145,621
	3 Accounts receivable ▶ 20,049			
	Less allowance for doubtful accounts ▶		20,049	20,049
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)		690,715	693,628
	b Investments—corporate stock (attach schedule)		2,666,984	2,733,890
	c Investments—corporate bonds (attach schedule)		2,232,722	2,222,172
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)		1,219,536	1,258,221
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	100,002	8,975,627	9,073,581
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 (attach schedule)			
	22 Other liabilities (describe ▶ Outstanding Options)		29,808	
	23 **Total liabilities** (add lines 17 through 22)	0	29,808	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	100,002	8,945,819	
	30 **Total net assets or fund balances** (see instructions)	100,002	8,945,819	
	31 **Total liabilities and net assets/fund balances** (see instructions)	100,002	8,975,627	

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	100,002
2	Enter amount from Part I, line 27a	2	8,845,817
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,945,819
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,945,819

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			
b	Passthrough K1 Capital Gain			
c	Section 751 Gain on Sale of Partnership - Reclass			
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	982,366		969,519	12,847
b				-966
c				-2,277
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				12,847
b				-966
c				-2,277
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	9,604
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	0	24,625	0 000000
2009			0 000000
2008			0 000000
2007			0 000000
2006			0 000000

2 **Total** of line 1, column (d)	2	0 000000
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 000000
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,685,509
5 Multiply line 4 by line 3	5	0
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	255
7 Add lines 5 and 6	7	255
8 Enter qualifying distributions from Part XII, line 4	8	172,408

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	255
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	255
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	255
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 0		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 227		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	227
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	28
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 0 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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)*

			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 ▶			
14	The books are in care of ▶ Foundation Source Telephone no ▶ (800) 839-1754 Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377			
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			
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.		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)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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

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

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

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

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

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

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

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

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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 (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? **7b** 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 (see instructions).

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

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE	00			
	00			
	00			
	00			
	00			

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

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

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

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

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	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,336,518
b	Average of monthly cash balances	1b	370,549
c	Fair market value of all other assets (see instructions)	1c	4,110
d	**Total** (add lines 1a, b, and c)	1d	1,711,177
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,711,177
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	25,668
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,685,509
6	**Minimum investment return.** Enter 5% of line 5	6	84,275

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	84,275
2a	Tax on investment income for 2011 from Part VI, line 5	2a	255		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	255
3	Distributable amount before adjustments Subtract line 2c from line 1			3	84,020
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	84,020
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	84,020

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	172,408
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	0
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	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	172,408
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	255
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	172,153

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					84,020
2	Undistributed income, if any, as of the end of 2011:					
a	Enter amount for 2010 only				108	
b	Total for prior years 20____, 20____, 20____			0		
3	Excess distributions carryover, if any, to 2011					
a	From 2006	0				
b	From 2007	0				
c	From 2008	0				
d	From 2009	0				
e	From 2010	0				
f	**Total** of lines 3a through e		0			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 172,408					
a	Applied to 2010, but not more than line 2a				108	
b	Applied to undistributed income of prior years (Election required—see instructions)			0		
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2011 distributable amount					84,020
e	Remaining amount distributed out of corpus		88,280			
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		88,280			
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					
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 instructions				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) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		0			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		88,280			
10	Analysis of line 9					
a	Excess from 2007	0				
b	Excess from 2008	0				
c	Excess from 2009	0				
d	Excess from 2010	0				
e	Excess from 2011	88,280				

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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

Andrea Leven Michael A Leven

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*				
AMERICAN FRIENDS OF BROTHERS AID 410 PARK AVE, 15TH FL #2003 NEW YORK NY 10022	N/A	509(a)(1)	General & Unrestricted	100,000
P E F ISRAEL ENDOWMENT FUNDS INC 317 MADISON AVE STE 607 NEW YORK NY 10017	N/A	509(a)(1)	Michael A and Andrea Leven Fellowship Program	65,000
Total			▶ **3a**	165,000
b *Approved for future payment*				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	312	
4 Dividends and interest from securities			14	21,711	
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	525990	810	18	9,604	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a K-1 Pass-Through Loss	525990	-8,088	14	1,954	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-7,278		33,581	0

13 Total. Add line 12, columns (b), (d), and (e) 13 26,303

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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: 11-14-12 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Jeffrey D Haskell	Jeffrey D. Haskell	11/12/2012		P01345770
Firm's name ▶ Foundation Source			Firm's EIN ▶ 51-0398347	
Firm's address ▶ 55 Walls Drive, Fairfield, CT 06824			Phone no (800) 839-1754	

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
Michael and Andrea Leven Family Foundation	27-4093841

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)

Name of organization	Employer identification number
Michael and Andrea Leven Family Foundation	27-4093841

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	Leven, Michael A 1001 Championship Court Las Vegas NV 89134 Foreign State or Province Foreign Country	$ 9,000,089	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
5	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
6	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
Michael and Andrea Leven Family Foundation	27-4093841

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
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

Name of organization
Michael and Andrea Leven Family Foundation

Employer identification number
27-4093841

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations 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 See instructions) ▶ $ 0
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
For Prov Country	

(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
For Prov Country	

(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
For Prov Country	

(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
For Prov Country	

SCHEDULE D (Form 1120)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-H, 1120-IC-DISC, 1120-L, 1120-ND, 1120-PC, 1120-POL, 1120-REIT, 1120-RIC, 1120-SF, or certain Forms 990-T.

▶See separate instructions.

OMB No 1545-0123

2011

Name	Employer identification number
Michael and Andrea Leven Family Foundation	27-4093841

Part I Short-Term Capital Gains and Losses—Assets Held One Year or Less

(a) Description of property (Example 100 shares of Z Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) (Subtract (e) from (d))
1 Partnership K1 Capital Gain UBI					810

2 Short-term capital gain from installment sales from Form 6252, line 26 or 37	2	
3 Short-term gain or (loss) from like-kind exchanges from Form 8824	3	
4 Unused capital loss carryover (attach computation)	4	( )
5 Net short-term capital gain or (loss) Combine lines 1 through 4	5	810

Part II Long-Term Capital Gains and Losses—Assets Held More Than One Year

(a) Description of property	(b) Date acquired	(c) Date sold	(d) Sales price	(e) Cost or other basis	(f) Gain or (loss)
6					

7 Enter gain from Form 4797, line 7 or 9	7	
8 Long-term capital gain from installment sales from Form 6252, line 26 or 37	8	
9 Long-term gain or (loss) from like-kind exchanges from Form 8824	9	
10 Capital gain distributions (see instructions)	10	
11 Net long-term capital gain or (loss) Combine lines 6 through 10	11	0

Part III Summary of Parts I and II

12 Enter excess of net short-term capital gain (line 5) over net long-term capital loss (line 11)	12	810
13 Net capital gain Enter excess of net long-term capital gain (line 11) over net short-term capital loss (line 5)	13	0
14 Add lines 12 and 13 Enter here and on Form 1120, page 1, line 8, or the proper line on other returns	14	810

Note. *If losses exceed gains, see* ***Capital losses*** *in the instructions*

Form 990-PF, Part I, Line 6 - Gain/Loss from Sale of Assets Other Than Inventory

	Gross Sales	Cost Basis	Net Gain or Loss
TOTAL:	0	0	810

	Description	Gross Sales Price	Cost Basis	Valuation Method	Expense of Sale & Imprv Cost	Deprec.	Net Gain or Loss
1	Passthrough K1 Capital Gain - UBI						810
2							
3							
4							
5							
6							
7							
8							
9							
10							

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Form 990-PF, Part I, Line 11 - Other Income

	Description	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
	TOTAL:	-6,134	1,954	0
1	COMPASS DIVERSIFIED HOLDINGS K-1 Pass-Through Share of Partnership Income/(Loss)	280	280	0
2	COPANO ENERGY LLC K-1 Pass-Through Share of Partnership Income/(Loss)	-1,931	0	0
3	DB COMMODITY INDEX TRACKING FUND K-1 Pass-Through Share of Partnership Income/(Loss)	1	1	0
4	ENTERPRISE PRODUCTS PARTNERS LP K-1 Pass-Through Share of Partnership Income/(Loss)	-2,205	1	0
5	KKR FINANCIAL HOLDINGS LLC K-1 Pass-Through Share of Partnership Income/(Loss)	2,158	1,414	0
6	MAGELLAN MIDSTREAM PARTNERS LP K-1 Pass-Through Share of Partnership Income/(Loss)	-326	0	0
7	SPECTRA ENERGY PRTN LP K-1 Pass-Through Share of Partnership Income/(Loss)	-926	3	0
8	STONEMOR PARTNERS LP K-1 Pass-Through Share of Partnership Income/(Loss)	24	39	0
9	STONEMOR PARTNERS LP Section 751 Gain on Sale of Partnership	15	0	0
10	SUBURBAN PROPANE PARTNERS LP K-1 Pass-Through Share of Partnership Income/(Loss)	-1,866	9	0
11	SUBURBAN PROPANE PARTNERS LP Section 751 Gain on Sale of Partnership	2,262	0	0
12	SUNOCO LOGISTICS PARTNERS LP K-1 Pass-Through Share of Partnership Income/(Loss)	-340	92	0
13	TARGA RESOURCES PARTNERS LP K-1 Pass-Through Share of Partnership Income/(Loss)	-1,020	0	0
14	TC PIPELINES, LP K-1 Pass-Through Share of Partnership Income/(Loss)	-939	0	0
15	TEEKAY LNG PARTNERS LP K-1 Pass-Through Share of Partnership Income/(Loss)	-170	87	0
16	WESTERN GAS PARTNERS, LP K-1 Pass-Through Share of Partnership Income/(Loss)	-348	28	0
17	WILLIAMS PARTNERS LP K-1 Pass-Through Share of Partnership Income/(Loss)	-803	0	0

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Form 990-PF, Part I, Line 16c - Other Professional Fees

	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	6,585	6,585	0	0
1	Investment Management Services	6,585	6,585	0	0
2					
3					
4					
5					
6					
7					
8					
9					
10					

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Form 990-PF, Part I, Line 23 - Other Expenses

	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	8,990	1,517	0	7,408
1	Administrative Fees	2,283	0	0	2,283
2	Administrative Set-Up Fee	3,750	0	0	3,750
3	Bank Charges	2	2	0	0
4	COMPASS DIVERSIFIED HOLDINGS K-1 Pass-Through Expenses	330	320	0	0
5	DB COMMODITY INDEX TRACKING FUND K-1 Pass-Through Expenses	36	36	0	0
6	Delaware Incorporation Fees	500	0	0	500
7	ENTERPRISE PRODUCTS PARTNERS LP K-1 Pass-Through Expenses	1	0	0	0
8	IRS Application Fees	850	0	0	850
9	KKR FINANCIAL HOLDINGS LLC K-1 Pass-Through Expenses	1,175	1,130	0	0
10	MAGELLAN MIDSTREAM PARTNERS LP K-1 Pass-Through Expenses	1	0	0	0
11	SPECTRA ENERGY PRTN LP K-1 Pass-Through Expenses	1	0	0	0
12	State or Local Filing Fees	25	0	0	25
13	SUBURBAN PROPANE PARTNERS LP K-1 Pass-Through Expenses	5	0	0	0
14	SUNOCO LOGISTICS PARTNERS LP K-1 Pass-Through Expenses	5	4	0	0
15	TEEKAY LNG PARTNERS LP K-1 Pass-Through Expenses	25	25	0	0
16	WILLIAMS PARTNERS LP K-1 Pass-Through Expenses	1	0	0	0

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Form 990-PF, Part II, Line 10a - Investments - U.S. and State Government Obligations

	Description	Book Value End of Year	FMV End of Year
	TOTAL:	690,715	693,628
1	FNMA - 0.625% - 10/30/2014 (3135G0DW0)	95,653	95,825
2	US TREAS - 0.375% - 06/30/2013 (912828RA0)	117,267	117,290
3	US TREAS - 0.500% - 10/15/2014 (912828RL6)	129,335	129,539
4	US TREAS NOTE - 1.000% - 03/31/2012 (912828MU1)	40,128	40,094
5	US TREAS NOTE - 1.000% - 10/31/2016 (912828RM4)	165,276	165,691
6	US TREAS NOTE - 3.125% - 05/15/2021 (912828QN3)	143,056	145,189
7			
8			
9			
10			

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Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

	Description	Shares	Book Value End of Year	FMV End of Year
		TOTAL:	2,666,984	2,733,890
1	ABBOTT LABS (ABT)	959	51,287	53,924
2	ACCENTURE PLC (ACN)	274	15,121	14,585
3	ACE LTD (ACE)	100	6,629	7,012
4	ADIDAS-SALOMON AG (ADDYY PK)	145	4,814	4,728
5	ALLERGAN INC. (AGN)	199	16,106	17,460
6	ALTRIA GROUP INC (MO)	100	2,734	2,965
7	AMERICAN EXPRESS CO (AXP)	100	4,612	4,717
8	AMERICAN TOWER REIT INC (AMT)	600	33,226	36,006
9	ANNALY MTG MGMT INC COM (NLY)	1,500	24,156	23,940
10	APPLE INC (AAPL)	66	24,804	26,730
11	ARM HOLDINGS PLC OLD (ARMH PK)	103	2,757	2,850
12	ASSA ABLOY UNSP/ADR (ASAZY.PK)	545	6,055	6,791
13	AVALONBAY CMNTYS INC (AVB)	400	51,253	52,240
14	BAKER HUGHES INTL (BHI)	800	42,029	38,912
15	BANCO ITAU HOLDING FINANCIERA (ITUB)	368	6,014	6,830
16	BAYTEX ENERGY CORP (BTE)	1,000	52,606	55,889
17	BCE INC (BCE)	100	3,783	4,167
18	BG GROUP PLC ADS (BRGYY PK)	63	6,341	6,741
19	BLACKROCK INC (BLK)	300	49,274	53,472
20	BOEING CO (BA)	100	6,505	7,335
21	C H ROBINSON WORLDWIDE INC (CHRW)	233	15,340	16,259
22	CANADIAN NATL RAILWAY CO (CNI)	89	6,682	6,992
23	CANADIAN NATURAL RESOURCES LTD (CNQ)	100	3,432	3,737
24	CANON INC (CAJ)	164	7,057	7,223
25	CARNIVAL CORP (CCL)	331	10,507	10,804
26	CBS CORP CL B (CBS)	100	2,417	2,714
27	CENOVUS ENERGY INC (CVE)	1,600	55,576	53,120
28	CF IND HOLDINGS (CF)	200	31,402	28,996
29	CHECK POINT SOFTWARE TECHNOLOGIES LTD (CHKP)	51	2,762	2,680
30	CIENA CORP (CIEN)	1,500	18,326	18,150
31	CNOOC LTD ADS (CEO)	35	6,426	6,114
32	COACH INC (COH)	278	17,249	16,969
33	COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION - CLASS (CTSH)	259	16,731	16,656
34	COLUMBIA ACORN INTERNATIONAL SELECT CL Z (ACFFX)	3,157	77,350	77,229
35	CREDIT SUISSE GROUP ADR (CS)	233	5,315	5,471
36	CUMMINS INC (CMI)	400	37,347	35,208
37	CVS CAREMARK CORP (CVS)	100	3,783	4,078
38	DARDEN RESTAURANTS INC. (DRI)	1,000	47,416	45,580
39	DASSAULT SYS SA SPN ADR (DASTY PK)	35	2,743	2,814
40	DIAGEO PLC ADS (DEO)	100	8,207	8,742
41	DIGITAL RLTY TR INC (DLR)	800	48,711	53,336

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Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

		TOTAL:	2,666,984	2,733,890
	Description	Shares	Book Value End of Year	FMV End of Year
42	DOMINION RESOURCES INC (D)	750	38,295	39,810
43	EMBRAER EMPRESA BR (ERJ)	187	4,641	4,716
44	ENERGY SELECT SPDR (XLE)	200	13,443	13,826
45	ENTERTAINMENT PROPERTIES TRUST SBI (EPR)	1,000	42,989	43,710
46	EQUITY LIFESTYLE PRP (ELS)	750	47,146	50,018
47	FACTSET RESH SYST INC. (FDS)	124	11,148	10,823
48	FANUC LIMITED UNSPONSORED (FANUY PK)	216	5,692	5,465
49	FLSMIDTH & CO A/S S/ADR (FLIDY.PK)	544	3,231	3,150
50	FOOT LOCKER INC N.Y. COM (FL)	1,500	33,087	35,760
51	FREEPORT-MCMORAN COPPER & GOLD INC. (FCX)	1,350	53,351	49,667
52	FRESENIUS MED CAR AG (FMS)	100	6,600	6,798
53	GENERAL ELECTRIC CO (GE)	3,200	53,710	57,311
54	GOOGLE INC CL A (GOOG)	131	78,073	84,612
55	H.J. HEINZ COMPANY (HNZ)	100	5,114	5,404
56	HANG LUNG PROPERTIES-SP ADR (HLPPY.PK)	188	2,854	2,670
57	HENNES & MAURITZ AB (HNNMY.PK)	1,190	6,938	7,568
58	HOME DEPOT INC (HD)	100	3,716	4,204
59	HONG KONG EX&CL UNSP/ADR (HKXCY.PK)	246	3,916	3,931
60	HUDSON PACIFIC PROPERTIES INC (HPP)	3,000	39,263	42,480
61	INDUSTRIAL & COM UNSP/ADR (IDCBY PK)	406	4,543	4,820
62	ING GROUP N V SPONSORED ADR (ING)	610	4,294	4,374
63	INTEL CORP (INTC)	1,350	32,929	32,738
64	INTUIT (INTU)	107	5,541	5,627
65	INTUITIVE SURGICAL, INC. (ISRG)	34	14,438	15,742
66	ISHARES BARCLAYS TIPS BOND FUND (TIP)	644	74,932	75,147
67	JOHNSON & JOHNSON (JNJ)	50	3,150	3,279
68	JOY GLOBAL INC. (JOY)	300	26,847	22,491
69	JP MORGAN CHASE & CO (JPM)	100	2,998	3,325
70	KDDI CP UNSP ADR (KDDIY.PK)	210	3,499	3,381
71	KINGFISHER PLC (KGFHY.PK)	882	6,871	6,783
72	KOMATSU LTD. (KMTUY.PK)	251	6,122	5,929
73	LI & FUNG UNSP/ADR (LFUGY.PK)	1,247	4,901	4,576
74	LINCOLN NATIONAL CORP (LNC)	100	1,899	1,942
75	LOCKHEED MARTIN CORP (LMT)	500	39,279	40,450
76	LULULEMON ATHLETICA INC (LULU)	500	25,902	23,330
77	LVMH MOET HENN UNSP (LVMUY.PK)	317	9,421	8,908
78	MASTERCARD INC (MA)	115	43,079	42,874
79	MCDONALD'S CORP (MCD)	500	46,014	50,165
80	MERCADOLIBRE, INC. (MELI)	45	3,831	3,579
81	MICROSOFT CORPORATION (MSFT)	503	12,508	13,058
82	MINE SAFETY APPL (MSA)	1,250	40,205	41,400

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Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

	Description	Shares	Book Value End of Year	FMV End of Year
		TOTAL:	2,666,984	2,733,890
83	MITSUBISHI TOKYO FIN (MTU)	1,090	4,556	4,567
84	NESTLE S A. (NSRGY PK)	112	6,134	6,464
85	NFJ STRATEGY FUND (NFJ)	100	1,587	1,602
86	NOVARTIS AG ADR (NVS)	148	7,822	8,461
87	NOVO NORDISK A S (NVO)	68	7,430	7,838
88	OMEGA HEALTHCARE INV (OHI)	2,000	35,491	38,700
89	ONEOK INC (OKE)	500	37,421	43,345
90	OPPENHEIMER DEVELOPING MKTS FD CL A (ODMAX)	1,713	50,943	50,218
91	ORACLE CORP (ORCL)	552	16,477	14,159
92	PEPSICO INC (PEP)	50	3,164	3,318
93	PFIZER INC. (PFE)	1,500	32,079	32,460
94	PHILIP MORRIS INTL (PM)	100	7,211	7,848
95	PNC FINANCIAL GROUP INC. (PNC)	50	2,548	2,884
96	POTASH CORPORATION OF SASKATCHEWAN INC (POT)	131	5,583	5,408
97	PROCTER GAMBLE CO (PG)	550	35,956	36,691
98	PUBLICIS GROUPE S.A (PUBGY PK)	199	4,446	4,551
99	QUALCOMM INC (QCOM)	342	18,432	18,707
100	RECKITT BENCKISER GRP PLC ADR (RBGPY.PK)	837	8,295	8,236
101	SABMILLER PLC S/ADR (SBMRY.PK)	83	2,797	2,909
102	SABRA HEALTHCARE REIT INC (SBRA)	3,000	29,916	36,270
103	SAP AKTIENGESELL ADS (SAP)	152	8,666	8,048
104	SBERBANK SPONSORED ADR (SBRCY.PK)	392	4,202	3,896
105	SCHLUMBERGER LTD (SLB)	113	7,837	7,719
106	SEADRILL LTD (SDRL)	100	3,294	3,318
107	SEASPAN CORPORATION (SSW)	2,300	30,796	31,464
108	SENIOR HOUSING PPTYS TR REIT (SNH)	1,250	28,213	28,050
109	SIEMENS A G ADR (SI)	67	6,350	6,406
110	SOUTHERN COPPER CORP (SCCO)	1,044	30,886	31,508
111	STARBUCKS CORP COM (SBUX)	422	17,622	19,416
112	SWATCH GROUP AG (SWGAY.PK)	178	3,276	3,329
113	T. ROWE PRICE ASSOCIATES (TROW)	301	15,863	17,142
114	TECK COMINCO LIMITED CL B SV (TCK)	88	2,938	3,097
115	TELEFONICA S A ADR (TEF)	224	4,007	3,851
116	TEMPLETON GLOBAL BD (TGBAX)	8,241	102,639	101,940
117	TENCENT HOLDINGS LIMITED (TCEHY.PK)	251	4,766	5,055
118	TESCO PLC ADR (TSCDY.PK)	384	7,116	7,235
119	TEVA PHARMECEUTICAL SP ADR (TEVA)	188	7,160	7,588
120	THE JM SMUCKER COMPANY (SJM)	400	30,804	31,268
121	TORONTO DOMINION (TD)	600	42,960	44,886
122	TOTAL FINA ELF S.A. (TOT)	100	4,887	5,111
123	TOYOTA MTR CORP (TM)	102	6,535	6,745

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Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

		TOTAL:	2,666,984	2,733,890
	Description	Shares	Book Value End of Year	FMV End of Year
124	TRAVELERS COMPANIES INC (THE) (TRV)	100	5,460	5,917
125	TURKIYE GARANTI BANK (TKGBY PK)	1,236	3,992	3,844
126	UNITED RENTALS INC (URI)	1,000	29,572	29,550
127	VANGUARD GLOBAL EX-US REAL ESTATE (VNQI)	904	37,482	36,793
128	VANGUARD SF REIT ETF (VNQ)	693	37,462	40,194
129	VARIAN MEDICAL SYSTEMS INC (VAR)	274	16,021	18,394
130	VENTAS INC (VTR)	800	42,098	44,104
131	VERIZON COMMUNICATIONS (VZ)	100	3,599	4,012
132	VIRTUS EMERGING MARKETS OPPTS CL I (HIEMX)	6,031	50,561	52,472
133	VODAFONE GROUP PLC (VOD)	53	1,386	1,486
134	VOLKSWAGEN AG (VLKPY.PK)	132	4,217	3,944
135	VORNADO RLTY TR (VNO)	500	37,917	38,430
136	WAL-MART DE MEX V SP/ADR (WMMVY.PK)	177	4,475	4,848
137	YANDEX N V (YNDX)	111	2,342	2,187

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Form 990-PF, Part II, Line 10c - Investments - Corporate Bonds

	Description	Shares	Book Value End of Year	FMV End of Year
		TOTAL:	2,232,722	2,222,172
1	AEP INDS INC SR NT 8 25000% 04/15/2019 (001031AH6)	35,000	35,175	35,525
2	AES CORP SER B - 8.000% - 06/01/2012 (00130HBN4)	5,000	5,438	5,500
3	AIR CANADA SER 144A - 12 000% - 02/01/2016 (008911AP4)	35,000	33,075	30,188
4	AIRCASTLE LTD SR NT - 9 750% - 08/01/2018 (00928QAB7)	35,000	37,449	36,750
5	ALLY FINL INC GTD SR NT - 4 500% - 02/11/2014 (02005NAF7)	35,000	33,775	33,775
6	AMERIGAS PARTNER - 6.250% - 08/20/2015 (030981AG9)	5,000	4,963	4,975
7	AMERISTAR CASINOS INC - 7 500% - 04/15/2021 (03070QAM3)	35,000	35,525	36,050
8	ARCH COAL INC NOTE-07 25000%-10/01/2020 (039380AC4)	5,000	5,106	5,113
9	BARRETT BILL CORP SR NT - 7 625% - 10/01/2019 (06846NAC8)	25,000	26,563	26,125
10	BERRY PLASTICS CORP SR 2PRI - 9.500% - 05/15/2018 (085790AU7)	35,000	35,088	35,175
11	BEVERAGES & MORE INC - 9 625% - 10/01/2014 (08782TAD5)	35,000	35,963	35,525
12	BON TON DEPT STORES - 10.250% - 03/15/2014 (09776NAB8)	35,000	29,881	22,444
13	CARDTRONICS INC NOTE-08 250%-09/01/2018 (14161HAE8)	35,000	38,368	38,062
14	CCO HLDGS LLC / CCO SR NT - 7.000% - 01/15/2019 (1248EPAS2)	5,000	5,113	5,213
15	CCO HLDGS LLC/CAP CORP - 7 875% - 04/30/2018 (1248EPAL7)	35,000	36,444	37,318
16	CENTURYLINK INC NOTE - 6.450% - 06/15/2021 (156700AR7)	5,000	4,984	5,009
17	CENVEO CORP SR 2LIEN NT - 8.875% - 02/01/2018 (15671BAE1)	35,000	29,575	30,538
18	CHAPARRAL ENERGY INC - 8.875% - 02/01/2017 (15941RAF7)	35,000	35,525	36,225
19	CHESAPEAKE OILFIELD FIN INC - 6.625% - 11/15/2019 (165258AA2)	35,000	35,413	36,400
20	CIT GROUP INC NOTES - 7 000% - 05/01/2017 (125581FX1)	35,000	35,000	35,088
21	COMMUNITY HEALTH SYSTEMS 8.875% 07/15/2015 (12543DAF7)	5,000	5,138	5,163
22	CONCHO RESOURCES INC -8.625% - 10/01/2017 (20605PAA9)	35,000	38,408	38,237
23	DAVITA INC - 6 625% - 11/01/2014 (23918KAM0)	5,000	5,050	5,138
24	DELTA AIR LINES 144A - 12 250% 03/15/2015 (247361ZE1)	35,000	37,887	36,575
25	DIGICEL GROUP LTD 144A - 9 125% -01/15/2015 (25380WAB2)	35,000	34,125	34,300
26	DONELLEY & SONS NOTES - 8 600% - 08/15/2016 (257867AV3)	40,000	40,749	40,049
27	EXCO RESOURCES INC NOTE 07.50% 09/15/2018 (269279AD7)	35,000	33,688	33,075
28	FELCOR LODGING LTD PSHIP - 6 750% - 06/01/2019 (31430QBB2)	35,000	32,550	33,600
29	FERRELLGAS LP SER B - 9 125% - 10/01/2013 (315292AJ1)	5,000	5,288	5,225
30	FHLMC - 2 500% - 05/27/2016 (3137EACT4)	38,000	40,066	40,244
31	FMG RESOURCES AUGUST 2006 PTY -6.375% - 02/01/2016 (30251GAF4)	35,000	33,513	33,950
32	FORD MOTOR CREDIT CO 8.125% DUE 01/15/2020 (345397VM2)	5,000	5,900	5,885
33	FORD MOTOR CREDIT COSR NT - 5.625% - 09/15/2015 (345397VQ3)	35,000	37,449	36,223
34	FOREST OIL CORP SR-7 25000%-06/15/2019 (346091AZ4)	5,000	5,125	5,100
35	FRESENIUS MEDICAL CARE US - 6.500% - 09/15/2018 (35802XAA1)	35,000	37,013	36,663
36	FRONTIER COMMUNICATIONS CORP - 7.875% - 04/15/2015 (35906AAD0)	35,000	36,050	35,481
37	FRONTIER COMMUNICATIONS CORP - 8.500% - 04/15/2020 (35906AAH1)	5,000	4,963	5,119
38	GRAPHIC PACKAGE - 7 875% -10/01/2014 (38869PAH7)	5,000	5,350	5,325
39	GRAY TELEVISION INC SR 2LIEN -10.500% - 06/29/2015 (389375AE6)	35,000	33,075	33,075
40	GRIFFON CORP SR NT - 7.125% - 04/01/2018 (398433AF9)	35,000	33,250	34,650
41	GXS WORLDWIDE INC SR NT - 9 750% - 06/15/2015 (36190QAB2)	35,000	32,900	32,375

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Form 990-PF, Part II, Line 10c - Investments - Corporate Bonds

	Description	Shares	Book Value End of Year	FMV End of Year
		TOTAL:	2,232,722	2,222,172
42	HCA INC - 8 000% - 10/01/2018 (404119BL2)	35,000	36,309	37,012
43	HCA INC-7 875%-02/15/2020 (404119BJ7)	5,000	5,300	5,400
44	HEALTHSOUTH CORP CRP - 7.750% - 09/15/2022 (421924BJ9)	40,000	39,768	39,349
45	HERTZ CORP BOND - 7.375% - 01/15/2021 (428040CG2)	5,000	5,050	5,081
46	IGATE CORP 144A - 9.000% - 05/01/2016 (45169UAA3)	35,000	34,694	36,138
47	INGLES MKTS INC SR NT - 8.875% - 05/15/2017 (457030AG9)	35,000	37,450	37,887
48	INTERNATIONAL LEASE FIN CORP-8 625%-09/15/2015 (459745FW0)	5,000	5,044	5,125
49	IRON MOUNTAIN - 8 000% - 06/15/2013 (46284PAL8)	5,000	5,150	5,206
50	KINDER MORGAN FINANCE-6 00%-01/15/2018 (49456AAA1)	35,000	36,050	35,613
51	LAMAR MEDIA CORP - 7 875% - 04/15/2018 (513075AY7)	4,000	4,250	4,240
52	LANDRYS RESTAURANTS 144A - 11.625% - 12/01/2015 (51508LAS2)	25,000	26,250	26,313
53	LIBERTY TIRE RECYCLING LLC - 11 000% - 10/01/2016 (531359AA5)	35,000	35,525	34,913
54	MARTIN MIDSTREAM PARTNERS LP - 8.875% - 04/01/2018 (573334AB5)	35,000	36,400	36,050
55	MAXIM CRANE WORKS 144A - 12 250% - 04/15/2015 (577743AA5)	25,000	21,750	22,500
56	MEDIACOM LLC / MEDIACOM CAP-9.1250%-08/15/2019SR (58445MAM4)	3,000	3,173	3,184
57	MURRAY ENERGY CORP 144A - 10.250% - 10/15/2015 (62704PAA1)	35,000	35,350	34,738
58	NRG ENERGY INC 144A - 7 875% - 05/15/2021CALL (629377BQ4)	35,000	34,650	34,125
59	NRG ENERGY INC SR NT ACRD 8 25%-09/01/2020 (629377BJ0)	5,000	5,038	5,025
60	OSI RESTAURANT PARTN - 10.000% - 06/15/2015 (67105EAB8)	35,000	35,481	36,181
61	PANTRY INC SR SB NT - 7.750% - 02/15/2014 (698657AG8)	35,000	35,210	34,738
62	PARKER DRILLING CO - 9.125% - 04/01/2018 (701081AT8)	35,000	36,050	36,837
63	PEABODY ENERGY CORP - 7.875% - 11/01/2026 (704549AF1)	5,000	5,425	5,363
64	QUALITY DISTR LLC / QD CAP CO - 9.875% 11/01/20182 (74756TAR8)	35,000	35,350	36,050
65	QUICKSILVER RES - 7.125% - 04/01/2016 (74837RAC8)	35,000	34,738	34,825
66	RENTAL SVC CORP - 9 500% - 12/01/2014 (76010RAC2)	35,000	36,050	35,963
67	RITE AID CORP - 9 500% - 06/15/2017 (767754BT0)	35,000	30,275	31,938
68	ROUSE CO MTN BE SR NT - 6 750% - 11/09/2015 (779278AA8)	35,000	35,525	35,394
69	SERVICE CORP INTL NOTE - 7.000% - 05/15/2019 (817565BV5)	35,000	36,575	36,838
70	SPX CORP SER B - 6 875% - 09/01/2017 (784635AP9)	5,000	5,375	5,400
71	STEELCASE INC SR NT 6 37500% 02/15/2021 (858155AD6)	35,000	35,770	37,193
72	STREAM GLOBAL SVCS INC - 11.250% - 10/01/2014 (86323MAB6)	35,000	36,400	35,525
73	SUBURBAN PROPANE PARTNERS L P-7.3750%-03/15/2020 (864486AC9)	5,000	5,188	5,200
74	SUNSTATE EQUIP CO LLC / INC - 12 000% -06/15/2016 (86800HAB9)	35,000	32,900	32,550
75	SUPERVALU INC NOTE 08.00000% 05/01/2016 MAKE WHOLE (868536AT0)	35,000	36,572	36,138
76	TEEKAY CORPORATION - 8.500% - 01/15/2020 (87900YAA1)	4,000	3,880	3,850
77	TENET HEALTHCARE CORP - 6 875% - 11/15/2031 (88033GAV2)	35,000	27,650	28,700
78	THE REYNOLDS GROUP INC-7.750%-10/15/2016 (761733AA2)	35,000	36,969	36,838
79	UNITED RENTALS NORTHNOTES 09.25000% 12/15/2019CALL (911365AU8)	5,000	5,350	5,238
80	UNIVERSAL HOSPITAL SERV - 8.500% - 06/01/2015 (91359PAF7)	35,000	36,050	35,350
81	VERTELLUS SPECIALTIES INC - 9 375% - 10/01/2015 (92532JAA0)	35,000	30,669	26,775
82	VIASYSTEMS INC 144A - 12.000% - 01/15/2015 (92552SAJ6)	35,000	38,062	37,493

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Form 990-PF, Part II, Line 10c - Investments - Corporate Bonds

	Description	Shares	Book Value End of Year	FMV End of Year
		TOTAL:	2,232,722	2,222,172
83	WACHOVIA CORP NT - 5.750% - 06/15/2017 (929903DT6)	15,000	16,898	16,947
84	WINDSTREAM CORP SR NT 144A - 7 500% - 06/01/2022 (97381WAV6)	50,000	49,999	49,874
85	YCC HLDGS LLC / YANKEE FIN INC - 10 250% 02/15/201 (984211AB8)	35,000	31,150	30,625

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Form 990-PF, Part II, Line 13 - Investments - Other

		Book Value	FMV
	TOTAL:	1,219,536	1,258,221
	Asset Description	Book Value End of Year	FMV End of Year
1	BREITBURN ENERGY PARTNERS, L.P (BBEP)	35,186	38,140
2	COMPASS DIVERSIFIED HOLDINGS (CODI)	40,039	37,170
3	COPANO ENERGY LLC (CPNO)	38,316	42,750
4	DB COMMODITY INDEX TRACKING FUND (DBC)	49,052	49,090
5	EAGLE ROCK ENERGY PARTNERS, LP (EROC)	22,479	23,300
6	ENBRIDGE ENERGY PARTNERS LP (EEP)	24,760	26,552
7	ENTERPRISE PRODUCTS PARTNERS LP (EPD)	41,553	46,380
8	EV ENERGY PARTNERS, LP (EVEP)	39,576	39,540
9	HPC DOUBLE BLK DMND D-D ESC	100,000	100,000
10	HPC MILLENNIUM INT LTD D ESC	300,000	299,999
11	HPC STARBOARD VALUE LTD D ESC	100,000	100,000
12	KKR FINANCIAL HOLDINGS LLC (KFN)	41,864	43,650
13	LEGACY RESERVES LP (LGCY)	37,968	39,536
14	MAGELLAN MIDSTREAM PARTNERS LP (MMP)	50,109	55,104
15	SPECTRA ENERGY PRTN LP (SEP)	29,409	31,960
16	STONEMOR PARTNERS LP (STON)	35,694	29,313
17	SUNOCO LOGISTICS PARTNERS LP (SXL)	49,086	59,100
18	TARGA RESOURCES PARTNERS LP (NGLS)	43,154	46,600
19	TC PIPELINES, LP (TCLP)	36,453	37,944
20	TEEKAY LNG PARTNERS LP (TGP)	36,524	34,829
21	WESTERN GAS PARTNERS, LP (WES)	35,248	41,270
22	WILLIAMS PARTNERS LP (WPZ)	33,066	35,994

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Form 990-PF, Part VII-A, Line 5 - Substantial Contraction

This statement is submitted to report the distribution of certain assets during the above-referenced year. The distributions resulted in a substantial contraction of assets. The following information is submitted in accordance with Treasury Regulation Section 1 6043-3(a)(1) and the Form 990-PF instructions

During the taxable year ending December 31, 2011, Michael and Andrea Leven Family Foundation (the "Foundation") made distributions from assets from sources other than current income Collectively, the distributions in excess of current income totaled $164,892. This amount represents over 25% of the Foundation's net assets of $100,002 (as measured by fair market value) at the beginning of the Foundation's taxable year ending December 31, 2011. Although the Foundation technically experienced a "substantial contraction," it will continue in existence and has no plans for dissolution.

The Foundation made distributions of cash to the grantees listed in the attachment to Part XV, Line 3a, each such grant was made solely for the charitable purpose specified therein

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Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Acct
							TOTAL:	0	0	0
1	Andrea Leven	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Vice President / Director	1	0	0	0
2	Jon Leven	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Vice President	1	0	0	0
3	Michael A Leven	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	President / Director / Secretary	1	0	0	0
4										
5										
6										
7										
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