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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

2011

For calendar year 2011 or tax year beginning

7/1/2011, and ending 6/30/2012

Name of foundation

STEVE &amp; BEDE LEVINSON FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address)

c/o L. WOLLIN 89 FIFTH AVENUE

Room/suite

400

City or town, state, and ZIP code

NEW YORK NY 10003-3020

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

H Check type of organization:  Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 3,092,992 (Part I, column (d) must be on cash basis)

J Accounting method.  Cash  Accrual  
 Other (specify) \_\_\_\_\_

A Employer identification number

13-3251182

B Telephone number (see instructions)

212-785-2610

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

**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)
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1 Contributions, gifts, grants, etc., received (attach schedule)			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments	0	0	
4 Dividends and interest from securities	55,493	55,493	
5 a Gross rents		0	
b Net rental income or (loss)	0		
6 a Net gain or (loss) from sale of assets not on line 10	0		
b Gross sales price for all assets on line 6a	0		
7 Capital gain net income (from Part IV, line 2)		0	
8 Net short-term capital gain			0
9 Income modifications			
10 a Gross sales less returns and allowances	0		
b Less. Cost of goods sold	0		
c Gross profit or (loss) (attach schedule)		0	
11 Other income (attach schedule)		0	0
12 Total. Add lines 1 through 11	55,493	55,493	0
13 Compensation of officers, directors, trustees, etc	0		
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16 a Legal fees (attach schedule)	0	0	0
b Accounting fees (attach schedule)	18,120	0	0
c Other professional fees (attach schedule)	0	0	0
17 Interest			
RECEIVED			
18 Taxes (attach schedule) (see instructions)	739	0	0
19 Depreciation (attach schedule) and depletion	0	0	0
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (attach schedule)	315	0	0
24 Total operating and administrative expenses.			
Add lines 13 through 23	19,174	0	0
25 Contributions, gifts, grants paid	114,099		114,099
26 Total expenses and disbursements. Add lines 24 and 25.	133,273	0	114,099
27 Subtract line 26 from line 12			
a Excess of revenue over expenses and disbursements	-77,780		
b Net investment income (if negative, enter -0-)		55,493	
c Adjusted net income (if negative, enter -0-)			0

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form 990-PF (2011)

SCANNED DEC 26 2012

Operating and Administrative Expenses

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CSCS  
OGDEN, UT

P 22

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	14,985	3,534	3,534
	2	Savings and temporary cash investments	861,661	795,806	795,806
	3	Accounts receivable ►	0		
		Less: allowance for doubtful accounts ►	0	0	0
	4	Pledges receivable ►	0		
		Less allowance for doubtful accounts ►	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		0	0
	7	Other notes and loans receivable (attach schedule) ►	0		
		Less: allowance for doubtful accounts ►	0	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	719,549	722,072	2,074,044
	c	Investments—corporate bonds (attach schedule)	40,398	40,398	45,071
Liabilities	11	Investments—land, buildings, and equipment basis ►	0		
		Less accumulated depreciation (attach schedule) ►	0	0	0
	12	Investments—mortgage loans	152,535	149,537	149,537
	13	Investments—other (attach schedule)	0	0	0
	14	Land, buildings, and equipment basis ►	0		
		Less accumulated depreciation (attach schedule) ►	0	0	0
	15	Other assets (describe ► ISRAEL BONDS)	25,000	25,000	25,000
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,814,128	1,736,347	3,092,992
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ►)	0	0	
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,814,128	1,736,347	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,814,128	1,736,347	
	31	Total liabilities and net assets/fund balances (see instructions)	1,814,128	1,736,347	

## 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	1,814,128
2	Enter amount from Part I, line 27a	2	-77,780
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	1,736,348
5	Decreases not included in line 2 (itemize) ► ROUNDING	5	1
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,736,347

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
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 0	0	0	0		
b 0	0	0	0		
c 0	0	0	0		
d 0	0	0	0		
e 0	0	0	0		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a 0	0	0	0		
b 0	0	0	0		
c 0	0	0	0		
d 0	0	0	0		
e 0	0	0	0		
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		0
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		0

**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	119,501	2,858,195	0.041810
2009	131,583	2,705,729	0.048631
2008	85,660	2,639,579	0.032452
2007	146,216	3,326,341	0.043957
2006	161,380	3,380,905	0.047733

2 Total of line 1, column (d) 2 0.214583

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 0.042917

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 2,958,856

5 Multiply line 4 by line 3 5 126,985

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 555

7 Add lines 5 and 6 7 127,540

8 Enter qualifying distributions from Part XII, line 4 8 114,099  
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 ►  and enter 1% of Part I, line 27b**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-**3** Add lines 1 and 2**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only) Others enter -0-**5 Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-**6 Credits/Payments.****a** 2011 estimated tax payments and 2010 overpayment credited to 2011

6a 665

**b** Exempt foreign organizations—tax withheld at source

6b

**c** Tax paid with application for extension of time to file (Form 8868)

6c 900

**d** Backup withholding erroneously withheld

6d

**7 Total credits and payments** Add lines 6a through 6d

7 1,565

**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 0

**10 Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 455

**11 Enter the amount of line 10 to be Credited to 2012 estimated tax** ► 455

Refunded ►

11 0

**Part VII-A Statements Regarding Activities****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?

	Yes	No
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		
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*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*

1c		
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**c** Did the foundation file Form 1120-POL for this year?

2		
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**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 ► \$ \_\_\_\_\_

3		
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**e** Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ \_\_\_\_\_

4a		
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**2** Has the foundation engaged in any activities that have not previously been reported to the IRS?

4b		
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*If "Yes," attach a detailed description of the activities.*

5		
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**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*

6		
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**4 a** Did the foundation have unrelated business gross income of \$1,000 or more during the year?

7		
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**b** If "Yes," has it filed a tax return on Form 990-T for this year?

8a		
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**5** Was there a liquidation, termination, dissolution, or substantial contraction during the year?

8b		
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*If "Yes," attach the statement required by General Instruction T.*

9		
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**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?

10		
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**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.*

11		
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**8 a** Enter the states to which the foundation reports or with which it is registered (see instructions) ►

DE

12		
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**b** If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the AttorneyGeneral (or designate) of each state as required by General Instruction G? *If "No," attach explanation*

13		
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**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*

14		
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**10** Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

**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?	13	X
Website address ► N/A			
14	The books are in care of ► LONNIE E WOLLIN, P.C.	Telephone no ► 212-785-2610	
Located at ► 124 PROSPECT ST RIDGEWOOD NJ		ZIP+4 ► 07450	
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? 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 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.			
1a	During the year did the foundation (either directly or indirectly)	Yes	No
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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))	2b	N/A
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 ► 20_____ , 20_____ , 20_____ , 20_____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	N/A
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)	3a	
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_____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	N/A
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	4a	X
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)	4b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

**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)?

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?

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

 Yes  No

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?

5b N/A

6b X

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SCHEDULE ATTACHED	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000				0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

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

Expenses

1		
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		
<b>Total. Add lines 1 through 3</b>		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	2,178,058
b	Average of monthly cash balances	1b	825,857
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,003,915
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	3,003,915
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	45,059
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,958,856
6	Minimum investment return. Enter 5% of line 5	6	147,943

**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	147,943
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,110
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	1,110
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	146,833
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	146,833
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	146,833

**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	114,099
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	114,099
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	114,099

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				146,833
2 Undistributed income, if any, as of the end of 2011				54,603
a Enter amount for 2010 only				
b Total for prior years 20_____, 20_____, 20_____		0		
3 Excess distributions carryover, if any, to 2011	0			
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 ► \$ 114,099				54,603
a Applied to 2010, but not more than line 2a				
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				59,496
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:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				87,337
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	0			
10 Analysis of line 9	0			
a Excess from 2007	0			
b Excess from 2008 . . . . .	0			
c Excess from 2009 . . . . .	0			
d Excess from 2010 . . . . .	0			
e Excess from 2011 . . . . .	0			

**Part XIV** **Private Operating Foundations** (see instructions and Part VII-A, question 9)

NA

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				N/A
b Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

## 1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

BEDE LEVINSON

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

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

b. The form in which applications should be submitted and information and materials they should include

**c. Any submission deadlines**

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
SCHEDULE ATTACHED	N/A	PUBLIC	VARIOUS	114,099
<b>Total</b>			► 3a	114,099
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
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				0	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue	a				
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		0	0
13 Total Add line 12, columns (b), (d), and (e)					13

**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**

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?

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

**a Transfers from the reporting foundation to a noncharitable exempt organization of.**

(1) Cash . . .  
(2) Other assets . .

**b Other transactions:**

**(1) Sales of assets to a noncharitable exempt organization**

**(2) Purchases of assets from a noncharitable exempt organization**

**(3) Rental of facilities, equipment, or other assets**

#### (4) Reimbursement arrangements

(5) Loans or loan guarantees

**(6) Performance of services or membership or fundraising solicitations**

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

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.

**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

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.

Sign  
Here

Signature of officer or trustee

Branched surfaces

→ PRESIDENT

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>LONNIE WOLLIN</b>	Preparer's signature 	Date <b>11/20/2012</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P01282474</b>
	Firm's name <b>► LONNIE E WOLLIN PC</b>	Firm's EIN ► <b>13-3368041</b>			
	Firm's address <b>► 89 5TH Avenue Rm 400, New York, NY 10003</b>	Phone no <b>(212) 785-2610</b>			

**Line 18 (990-PF) - Taxes**

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	0
1	Real estate tax not included in line 20	739				
2	Tax on investment income	739				
3	Income tax					
4						
5						
6						
7						
8						
9						
10						

**Line 23 (990-PF) - Other Expenses**

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	SECRETARIAL SERVICES				0
2	DELAWARE FRANCHISE TAX	25			
3	DELAWARE REPRESENTATION FEE	290			
4	BROKER'S FEE				
5	BANK CHARGE				
6	DIRECTOR'S FEE				
7					
8					
9					

315

0

0

0

0

PART II line 10b		Column (a)	Column (b)	Column (c)
	No OF	BOOK VALUE	BOOK VALUE	FMV
AS OF 6/30/12	SHARES	BEG OF YEAR	END OF YEAR	END OF YEAR
NAME OF STOCK				
ALTRIA GROUP INC COM	260	5,855	5,855	8,983
AMERICAN SELECT PORTFOLIO INC	2,742	33,362	33,362	28,764
AMGEN INC	192	13,014	13,014	13,999
AQUA AMER	261	7,232	7,232	6,515
AT & T	3,059	7,662	7,662	109,084
BANK OF NEW YORK CO INC	325	9,364	9,364	7,134
CITIGROUP	20	8,362	8,363	549
CONSOLIDATED EDISON INC COM	169	1,121	1,121	10,510
DUKE REALTY	912	26,623	26,623	13,352
EATON VANCE CORP	470	9,106	9,106	12,667
EXXON MOBIL CORP	3,216	3,631	3,631	275,193
FAIRPOINT COMMUNICATIONS INC	13	19	19	0
FRONTIER (SPINOFF FROM VERIZON)	186	236	335	713
GENERAL DYNAMICS	300	12,170	12,170	19,788
GENERAL ELECTRIC CO	850	43,175	43,175	17,714
GOOGLE INC	39	6,684	6,684	22,623
IDEARC	31			0
ISHARES TR DOW JONES US TECHNOLOGY SECTOR	440	21,908	21,908	31,341
J P MORGAN CHASE & CO ?	22	8	30	772
J P MORGAN CHASE & CO	35	25,758	25,794	1,235
KRAFT	179	5,594	5,594	6,913
LEHMAN BROTHERS HOLDINGS INC COMMON	380	17,715	17,715	0
LOWES COS INC	688	22,303	22,303	19,567
MERRILL LYNCH PFD CAP TR III PFD SECS 7%	667	16,676	16,676	16,582
MERRILL LYNCH PFD CAP TR IV TR @ 7 12%	1,300	33,398	33,398	32,409
PHILIP MORRIS INTERNATIONAL	311	15,251	16,146	27,101
PULSE ELECTRONICS CORP (name changed from Tec	29,749	21,222	22,693	58,606
SOUTHERN CO	1,494	41,375	41,375	69,172
TRAVELERS COS INC	3	132	132	192
UNITED TECHNOLOGIES CORP DEL COM	3,635	4,595	4,595	274,552
VERIZON COMMUNICATIONS COM	635	2,877	2,877	28,219
VISTEON	21			
WATSON PHARMA	12,972	303,120	303,120	959,798
		719,548	722,072	2,074,044
PART II line 10c				
FIXED INCOME				
BEAR STEARNS MED TERM NTS 7 15%01/10/22	9,000			
GENERAL MOTORS ACCEP CORP SMART NTS @6	28,000	28,112	28,112	27,059
IBM CORP DEB 7 0% 10/30/25	13,000	12,286	12,286	18,013
TOTAL CORPORATE BONDS		40,398	40,398	45,071
		759,946	762,470	2,119,116

PART II line 10b		Column (a)	Column (b)	Column (c)
	No OF	BOOK VALUE	BOOK VALUE	FMV
AS OF 6/30/11	SHARES	BEG OF YEAR	END OF YEAR	END OF YEAR
NAME OF STOCK				
ALTRIA GROUP INC COM	260	5,855	5,855	6,867
AMERICAN SELECT PORTFOLIO INC	2,742	33,362	33,362	29,668
AMGEN INC	192	13,014	13,014	11,203
AQUA AMER	261	7,232	7,232	5,737
AT & T	3,059	7,662	7,662	96,083
BANK OF NEW YORK CO INC	325	9,364	9,364	8,327
CITIGROUP	20	8,362	8,362	549
CONSOLIDATED EDISON INC COM	169	1,121	1,121	8,998
DUKE REALTY	912	26,623	26,623	12,777
EATON VANCE CORP	470	9,106	9,106	14,208
EXXON MOBIL CORP	3,216	3,631	3,631	261,718
FAIRPOINT COMMUNICATIONS INC	13	19	19	0
FRONTIER (SPINOFF FROM VERIZON)	166		236	1,340
GENERAL DYNAMICS	300	12,170	12,170	22,356
GENERAL ELECTRIC CO	850	43,175	43,175	16,031
GOOGLE INC	39	6,684	6,684	19,749
IDEARC	31			0
ISHARES TR DOW JONES US TECHNOLOGY SECTO	440	21,908	21,908	28,609
J P MORGAN CHASE & CO ?	21		8	861
J P MORGAN CHASE & CO	34	25,745	25,758	1,377
KRAFT	179	5,594	5,594	6,306
LEHMAN BROTHERS HOLDINGS INC COMMON	380	17,715	17,715	19
LOWES COS INC	688	22,303	22,303	16,037
MERRILL LYNCH PFD CAP TR III PFD SECS 7%	667	16,676	16,676	16,408
MERRILL LYNCH PFD CAP TR IV TR @ 7 12%	1,300	33,398	33,398	32,292
PHILIP MORRIS INTERNATIONAL	299	14,524	15,251	19,928
PULSE ELECTRONICS CORP (name changed from Tec	29,345	18,324	21,222	129,706
SOUTHERN CO	1,494	41,375	41,375	60,328
TRAVELERS COS INC	3	132	132	175
UNITED TECHNOLOGIES CORP DEL COM	3,635	4,595	4,595	321,734
VERIZON COMMUNICATIONS COM	635	2,877	2,877	23,641
VISTEON	21	184		
WATSON PHARMA	12,972	303,120	303,120	891,566
		715,850	719,549	2,064,597
PART II line 10c				
FIXED INCOME				
BEAR STEARNS MED TERM NTS 7 15%01/10/22	9,000			
GENERAL MOTORS ACCEP CORP SMART NTS @6	28,000	28,112	28,112	26,741
IBM CORP DEB 7 0% 10/30/25	13,000	12,286	12,286	16,185
TOTAL CORPORATE BONDS		40,398	40,398	42,927
		756,248	759,947	2,107,524

DONATIONS - PART XV - line 3a		ADDRESS	Recipient is an	Recipient's	PURPOSE	AMOUNT
CHARITY		Individual	Status			
Alzheimer's Association	Chicago, IL	N/A	Public Charity	Charitable	1,000	
Armonk Youth Sports Fdn	Armonk, NY	N/A	Public Charity	Charitable	100	
Colel Chabad	Brooklyn, NY	N/A	Public Charity	Charitable	75,000	
Cystic Fibrosis Fdn	New York, NY	N/A	Public Charity	Charitable	1,200	
Friends of the Israel Defense Forces	New York, NY	N/A	Public Charity	Charitable	3,600	
Gilda's Club Westchester	White Plains, NY	N/A	Public Charity	Charitable	1,000	
Harrison Volunteer Ambulance Corps	Harrison, NY	N/A	Public Charity	Charitable	100	
Jacob's Cure	Rye, NY	N/A	Public Charity	Charitable	1,500	
Janet Burros Memorial Foundation	New York, NY	N/A	Public Charity	Charitable	5,000	
Jewish Community Center of Harrison	Harrison, NY	N/A	Public Charity	Educational	15,124	
Jewish Community Relations Council of NY	New York, NY	N/A	Public Charity	Educational	1,500	
Jewish Guild for the Blind	New York, NY	N/A	Public Charity	Charitable	600	
Jewish Museum	New York, NY	N/A	Public Charity	Educational	1,000	
Juvenile Diabetes Research Fdn.	White Plains, NY	N/A	Public Charity	Medical	500	
Kenya Education Fund	New York, NY	N/A	Public Charity	Charitable	600	
Northern Westchester Hospitals	Mt Kisco, NY	N/A	Public Charity	Charitable	1,000	
Temple Beth	Westfield, NJ	N/A	Public Charity	Religious	4,775	
Williamstown Theatre Festival	Williamstown, MA	N/A	Public Charity	Educational	500	
						114,099

6/30/12

STEVEN and BEDE LEVINSON FDN

11/9/2012

PART VIII line 1a	TITLE	TITLE	COMPENSATION	BENEFITS	EXPENSE ACCT
BEDE LEVINSON RYE, NY	DIRECTOR	PRES P/T	0	0	0
MATTHEW LEVINSON ARMONK, NY	DIRECTOR	VP P/T	0	0	0
ETHAN LEVINSON RYE BROOK, NY	DIRECTOR	VP P/T	0	0	0
RACHEL BAILINE MIAMI, FL	DIRECTOR	VP P/T	0 00		
LONGIE WOLLIN 89 FIFTH AVE ROOM 400 NEW YORK, NY 10003		SECY/TREAS P/T	18,120.00	0	0

Application for Extension of Time To File an  
Exempt Organization Return

► 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](http://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.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions <b>STEVE &amp; BEDE LEVINSON FOUNDATION, INC.</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> 13-3251182
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O box, see instructions c/o L. WOLLIN 89 FIFTH AVENUE, Room No. 400	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code For a foreign address, see instructions <b>NEW YORK</b>	NY 10003-3020

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

0-1

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

- The books are in the care of ► **LONNIE E WOLLIN, P.C.**

Telephone No. ► 212-785-2610 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 2/15/2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
►  calendar year \_\_\_\_\_ or

►  tax year beginning 7/1/2011, and ending 6/30/2012 . . . . .

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	\$
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	\$
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	\$
			665
			900

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev 1-2012)

(HTA)