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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 7/01, 2011, and ending 6/30, 2012

LEVIN FAMILY FOUNDATION
63 COLONY PARK CIRCLE
GALVESTON, TX 77551A Employer identification number
76-0572174B Telephone number (see the instructions)
409-763-4626C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 739,292.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)	23,527.			
2 <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	29,445.	29,445.	29,445.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	14,450.			
b Gross sales price for all assets on line 6a	74,189.			
7 Capital gain net income (from Part IV, line 2)		14,450.		
8 Net short-term capital gain			14,450.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
See Statement 1	-513.			
12 Total. Add lines 1 through 11	66,909.	43,895.	43,895.	
13 Compensation of officers, directors, trustees, etc	9,000.	3,600.	3,600.	5,400.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)	See St 2	2,450.	980.	1,470.
c Other prof fees (attach sch)	See St 3	1,476.	590.	885.
17 Interest				
18 Taxes (attach schedule)(see instrs)	See Stm 4	1,561.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
See Statement 5	39.	16.	15.	24.
24 Total operating and administrative expenses. Add lines 13 through 23	14,526.	5,186.	5,186.	7,779.
25 Contributions, gifts, grants paid Part XV	17,550.			17,550.
26 Total expenses and disbursements. Add lines 24 and 25	32,076.	5,186.	5,186.	25,329.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	34,833.			
b Net investment income (if negative, enter -0)		38,709.		
c Adjusted net income (if negative, enter -0)			38,709.	

SCANNED AUG 13 2012

REVENUE

ADMINISTRATIVE
AND
OPERATING
EXPENSES

9/18 2

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	20,029.	33,373.	33,373.
	2	Savings and temporary cash investments	39,846.	47,125.	47,125.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	156.		
	10a	Investments — U.S. and state government obligations (attach schedule) Statement 6	37,461.	31,538.	34,925.
	b	Investments — corporate stock (attach schedule) Statement 7	402,646.	401,095.	417,923.
	c	Investments — corporate bonds (attach schedule) Statement 8	24,892.	23,928.	25,990.
	11	Investments — land, buildings, and equipment, basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments — mortgage loans				
13	Investments — other (attach schedule)				
14	Land, buildings, and equipment, basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe See Statement 9)	156,526.	179,956.	179,956.	
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item i)	681,556.	717,015.	739,292.	
LIABILITIES	17	Accounts payable and accrued expenses	1,500.	2,126.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	1,500.	2,126.	
NET FUND ASSETS OR	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	680,056.	714,889.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	680,056.	714,889.	
	31	Total liabilities and net assets/fund balances (see instructions)	681,556.	717,015.	

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	680,056.
2	Enter amount from Part I, line 27a	2	34,833.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	714,889.
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	714,889.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	LEVIN VENTURES LP	P	Various	Various
b	LEVIN VENTURES LP	P	Various	Various
c	SEE ATTACHED LIST	P	Various	Various
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		8,179.	-8,179.
b	14,620.		14,620.
c	59,569.	51,560.	8,009.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-8,179.
b			14,620.
c			8,009.
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	14,450.
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	14,450.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	27,047.	573,543.	0.047158
2009	42,583.	583,410.	0.072990
2008	47,853.	862,370.	0.055490
2007	43,067.	1,018,454.	0.042287
2006	34,498.	620,683.	0.055581

2	Total of line 1, column (d)	2	0.273506
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	0.054701
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	644,419.
5	Multiply line 4 by line 3	5	35,250.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	387.
7	Add lines 5 and 6	7	35,637.
8	Enter qualifying distributions from Part XII, line 4	8	25,329.

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 <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		1	774.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	774.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	774.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	156.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	156.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	8.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	626.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11		

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>GERRY L. HORNSTEIN</u> Telephone no <u>409-463-4626</u> Located at <u>43 COLONY PARK CIRCLE GALVESTON TX</u> ZIP + 4 <u>77551</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 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 <u></u>	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM C. LEVIN 63 COLONY PARK CIRCLE GALVESTON, TX 77551	PRESIDENT 1.00	0.	0.	0.
GERRY LEE HORNSTEIN 63 COLONY PARK CIRCLE GALVESTON, TX 77551	SECY/TREASUR 6.00	9,000.	0.	0.

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 CONTRIBUTIONS TO 501(C)(3), RELIGIOUS AND GOVERNMENTAL ENTITIES THAT PROMOTE THE CHARITABLE PURPOSES OF THE FOUNDATION.	17,550.
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes	
a	Average monthly fair market value of securities	1 a 434,419.
b	Average of monthly cash balances	1 b 63,287.
c	Fair market value of all other assets (see instructions)	1 c 156,526.
d	Total (add lines 1a, b, and c)	1 d 654,232.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 654,232.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 9,813.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 644,419.
6	Minimum investment return. Enter 5% of line 5	6 32,221.

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 32,221.
2a	Tax on investment income for 2011 from Part VI, line 5	2 a 774.
b	Income tax for 2011 (This does not include the tax from Part VI)	2 b
c	Add lines 2a and 2b	2 c 774.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 31,447.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 31,447.
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 31,447.

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	1 a 25,329.
b	Program-related investments — total from Part IX-B	1 b
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)	3 a
b	Cash distribution test (attach the required schedule)	3 b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 25,329.
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
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 25,329.

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

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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				31,447.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			16,266.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 25,329.				
a Applied to 2010, but not more than line 2a			16,266.	
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				9,063.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				22,384.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
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.				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

N/A

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

b 85% of line 2a

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(i)(3)(B)(i)

b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c 'Support' alternative test – enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii).

(3) Largest amount of support from an exempt organization.

(4) Gross investment income

Part XV **Supplementary Information** (Complete this part only if the organization 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))

WILLIAM C. LEVIN

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a</i> Paid during the year See Statement 10				
Total			▶ 3a	17,550.
<i>b</i> Approved for future payment				
Total			▶ 3b	

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) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	29,445.	
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				-513.	
8	Gain or (loss) from sales of assets other than inventory			18	14,450.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				43,382.	
13	Total. Add line 12, columns (b), (d), and (e)					43,382.

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

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

[illegible]

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

LEVIN FAMILY FOUNDATION

Employer identification number

76-0572174

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 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).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

LEVIN FAMILY FOUNDATION

76-0572174

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM C. LEVIN 1301 HARBOR VIEW DRIVE GALVESTON, TX 77550	\$ 23,527.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

LEVIN FAMILY FOUNDATION

76-0572174

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
	N/A		
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

LEVIN FAMILY FOUNDATION

Employer identification number

76-0572174

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

► \$ N/A

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
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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LEVIN FAMILY FOUNDATION

76-0572174

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ -513.		
Total	\$ -513.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
E J WALSH ASSOC	\$ 2,450.	\$ 980.	\$ 980.	\$ 1,470.
Total	\$ 2,450.	\$ 980.	\$ 980.	\$ 1,470.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MERRILL LYNCH	\$ 1,476.	\$ 590.	\$ 591.	\$ 885.
Total	\$ 1,476.	\$ 590.	\$ 591.	\$ 885.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAXES	\$ 1,426.			
FOREIGN TAXES PAID	135.			
Total	\$ 1,561.	\$ 0.	\$ 0.	\$ 0.

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Federal Statements

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LEVIN FAMILY FOUNDATION

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Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
OFFICE EXPENSES	\$ 39.	\$ 16.	\$ 15.	\$ 24.
Total	<u>\$ 39.</u>	<u>\$ 16.</u>	<u>\$ 15.</u>	<u>\$ 24.</u>

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
MERRILL LYNCH A/C #518-04126 GOVT BONDS	Cost	\$ 31,538.	\$ 34,925.
		\$ 31,538.	\$ 34,925.
Total		<u>\$ 31,538.</u>	<u>\$ 34,925.</u>

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
CISCO SYSTEMS, INC	Cost	\$ 111,647.	\$ 153,404.
MERRILL LYNCH A/C # 518-04126	Cost	93,428.	97,915.
I SHARES TRUST DOW JONES SELECT	Cost	130,976.	127,008.
GENERAL ELECTRIC, INC	Cost	65,044.	39,596.
Total		<u>\$ 401,095.</u>	<u>\$ 417,923.</u>

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
MERRILL LYNCH A/C #518-04126 CORP BONDS	Cost	\$ 23,928.	\$ 25,990.
Total		<u>\$ 23,928.</u>	<u>\$ 25,990.</u>

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LEVIN FAMILY FOUNDATION

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Statement 9
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
LEVIN VENTURES LIMITED PARTNERSHIP	\$ 179,956.	\$ 179,956.
Total	<u>\$ 179,956.</u>	<u>\$ 179,956.</u>

Statement 10
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
ROSENBERG LIBRARY 2310 SEALY GALVESTON, TX 77550	NONE	PUBLIC	GENERAL	\$ 2,000.
RONALD MC DONALD HOUSE 1415 MECHANIC STREET GALVESTON, TX 77550	NONE	PUBLIC	GENERAL	750.
GRAND 1894 OPERA HOUSE 2020 POSTOFFICE STREET GALVESTON, TX 77550	NONE	PUBLIC	GENERAL	6,000.
UTMB-GALVESTON TEXAS 301 UNIVERSITY BLVD GALVESTON, TX 77555	NONE	PUBLIC	GENERAL	3,500.
TEMPLE B'NAI ISRAEL 3006 AVENUE O GALVESTON, TX 77550	NONE	RELIG.	GENERAL	2,000.
GALVESTON ARTS CENTER 2127 STRAND GALVESTON, TX 77550,	NONE	PUBLIC	GENERAL	300.
GALVESTON ISLAND HUMANE SOCIETY 6814 BROADWAY GALVESTON, TX 77554, TX 77554	NONE	PUBLIC	GENERAL	1,500.
AMERICAN HEART ASSOCIATION 1415 LA CONCHA HOUSTON, TX 77054	NONE	PUBLIC	GENERAL	500.
THE 50 CLUB OF GALVESTON COUNTY PO BOX 59 GALVESTON, TX 77553	NONE	PUBLIC	GENERAL	1,000.

Total \$ 17,550.

Levin Family Foundation

Merrill Lynch realized gains/(losses)

YE 06/30/2012

Quantity	Description	Date Acquired	Date Sold	Sales Price	Cost Basis	Gain/Loss
18	CENTURYLINK INC	3/24/2009	7/11/2011	711 51	409 45	302 06
4	MARATHON PETROLEUM CORP	7/7/2009	7/6/2011	167 47	91 68	75 79
4	MARATHON PETROLEUM CORP	7/7/2009	7/7/2011	168 21	91 68	76 53
4	MARATHON PETROLEUM CORP	7/7/2009	7/8/2011	166 03	91 69	74 34
2	MARATHON PETROLEUM CORP	7/7/2009	7/11/2011	80 02	45 84	34 18
13	CENTURYLINK INC	2/28/2011	7/11/2011	513 88	516 56	(2 68)
14	WILLIAMS COMPANIES	9/7/2010	7/18/2011	420 15	266 56	153 59
18	WILLIAMS COMPANIES	9/7/2010	7/19/2011	547 09	342 71	204 38
9	WILLIAMS COMPANIES	09/07/10	7/20/2011	274 43	171 36	103 07
3	WILLIAMS COMPANIES	9/8/2010	7/20/2011	91 48	57 62	33 86
1,000	US TREASURY 5%	3/27/2008	8/15/2011	1,000 00	1,000 00	0 00
7	EATON CORP	2/9/2010	8/8/2011	277 14	222 69	54 45
4	EATON CORP	2/10/2010	8/8/2011	158 36	127 29	31 07
2	EATON CORP	4/5/2010	8/8/2011	79 19	77 00	2 19
6	EATON CORP	4/5/2010	8/9/2011	235 40	230 99	4 41
4	EATON CORP	4/6/2010	8/9/2011	156 93	154 35	2 58
2	EATON CORP	4/7/2010	8/9/2011	78 47	78 30	0 17
11	RAYTHEON CO	5/1/2006	8/2/2011	441 45	500 73	(59 28)
14	SANDISK CORP	8/10/2010	8/15/2011	533 48	635 54	(102 06)
6	TARGET CORP	3/2/2010	8/1/2011	305 18	310 56	(5 38)
3	TARGET CORP	3/3/2010	8/1/2011	152 60	155 05	(2 45)
1	TARGET CORP	3/3/2010	8/2/2011	49 75	51 68	(1 93)
15	AMERICAN INTERNATIONAL	3/21/2011	8/15/2011	361 00	547 42	(186 42)
1	AMERICAN INTERNATIONAL	3/21/2011	8/15/2011	24 06	41 07	(17 01)
20	AMERICAN INTERNATIONAL	3/22/2011	8/15/2011	481 34	738 77	(257 43)
12	SANDISK CORP	8/16/2010	8/15/2011	457 27	508 55	(51 28)
1,000	AT& INC	2/20/2008	9/21/2011	1,163 87	984 35	179 52
1,000	GENERAL ELECTRIC CO	9/1/2005	9/15/2011	1,050 08	1,005 91	44 17
1,000	CISCO SYSTEMS INC	11/17/2009	9/21/2011	1,103 43	1,007 56	95 87
1,000	WALMART STORES	3/31/2010	9/21/2011	1,063 51	1,000 25	63 26
1,000	US TREASURY 4 25%	6/24/2009	9/14/2011	1,183 94	971 88	212 06
5	CLIFFS NATURAL RESOURCES	5/31/2011	9/6/2011	372 41	450 38	(77 97)
1	CARDINAL HEALTH INC	3/1/2010	10/24/2011	43 89	34 88	9 01
1	CHEVRON CORP	8/30/2004	10/24/2011	105 57	47 97	57 60
2	FREEMONT MCMARRN CPR & GLD	4/26/2010	10/24/2011	78 25	80 94	(2 69)
2	GAP INC	10/26/2009	10/24/2011	37 99	44 98	(6 99)
3	INTL PAPER CO	9/5/2007	10/24/2011	79 79	105 82	(26 03)
3	INTL PAPER CO	3/1/2010	10/24/2011	79 80	71 78	8 02
1	KROGER CO	12/15/2006	10/24/2011	23 23	24 37	(1 14)
8	LIMITED BRANDS	6/1/2010	10/3/2011	304 20	202 76	101 44
3	LIMITED BRANDS	6/1/2010	10/24/2011	129 95	76 03	53 92
5	MARATHON OIL CORP	7/7/2009	10/24/2011	129 69	84 71	44 98
7	MOTOROLA SOLUTIONS	9/13/2010	10/10/2011	310 75	231 53	79 22
2	MOTOROLA SOLUTIONS	9/13/2010	10/11/2011	88 97	66 15	22 82
2	MOTOROLA SOLUTIONS	9/13/2010	10/24/2011	93 17	66 15	27 02
3	NABORS INDUSTRIES	11/23/2009	10/24/2011	48 05	61 87	(13 82)
1	NRG ENERGY	1/2/2008	10/24/2011	21 32	43 29	(21 97)
2	NEWS CORP	8/30/2010	10/24/2011	34 65	24 78	9 87
20	OCCIDENTAL PETE CORP	10/17/2005	10/17/2011	1,667 01	749 22	917 79
2	RAYTHEON CO	5/1/2006	10/24/2011	88 19	91 04	(2 85)
1	SAFEWAY INC	1/10/2006	10/24/2011	18 96	24 45	(5 49)
13	TEXAS INSTRUMENTS	10/5/2009	10/10/2011	387 14	295 21	91 93
3	TEXAS INSTRUMENTS	10/5/2009	10/11/2011	89 03	68 13	20 90
1	TEXAS INSTRUMENTS	10/5/2009	10/24/2011	31 48	22 71	8 77
1	TEXAS INSTRUMENTS	10/5/2009	10/24/2011	31 49	23 05	8 44
2	UNUM GROUP	10/22/2008	10/24/2011	49 17	34 11	15 06
1	ALTERA CORP	11/8/2010	10/24/2011	38 32	33 73	4 59
4	ACTIVISION BLIZZARD INC	8/15/2011	10/24/2011	54 31	43 62	10 69
1	ANALOG DEVICES INC	1/18/2011	10/24/2011	36 42	39 55	(3 13)
2	CLIFFS NATURAL RESOURCES	5/31/2011	10/24/2011	126 51	180 15	(53 64)
2	DISCOVER FINL SVCS	5/16/2011	10/24/2011	48 03	50 00	(1 97)
1	DISH NETWORK CORP	7/18/2011	10/24/2011	26 31	30 59	(4 28)

Levin Family Foundation

Merrill Lynch realized gains/(losses)

YE 06/30/2012

Quantity	Description	Date Acquired	Date Sold	Sales Price	Cost Basis	Gain/Loss
3	LYONDELLBASELL INDUSTRIES	8/8/2011	10/24/2011	94 82	89 03	5 79
1	PHILIP MORRIS INTL	10/17/2011	10/24/2011	69 78	67 39	2 39
2	WESTERN UN CO	6/13/2011	10/24/2011	34 93	39 58	(4 65)
1,000	US TREASURY INFLATION NOTE	2/3/2009	11/21/2011	1,391 15	1,071 85	319 30
2,000	US TREASURY 1 375%	11/17/2009	11/18/2011	2,024 06	2,001 93	22 13
25	TEXAS INSTRUMENTS	10/6/2009	11/15/2011	783 04	576 20	206 84
5	TEXAS INSTRUMENTS	10/6/2009	11/15/2011	156 42	115 24	41 18
5	TRAVELERS COS INC	1/23/2007	11/15/2011	288 48	260 08	28 40
4	TRAVELERS COS INC	1/23/2007	11/15/2011	229 80	208 06	21 74
11	TEXAS INSTRUMENTS	2/28/2011	11/15/2011	344 14	390 50	(46 36)
1	HERSHEY COMPANY	10/11/2010	12/1/2011	55 72	49 13	6 59
7	HERSHEY COMPANY	10/12/2010	12/1/2011	390 09	347 30	42 79
13	ALTERA CORP	11/8/2010	1/3/2012	492 68	438 44	54 24
5	ALTERA CORP	11/8/2010	1/4/2012	186 26	168 63	17 63
2	ALTERA CORP	11/8/2010	1/18/2012	81 16	67 45	13 71
2	AMGEN INC	11/3/2008	1/18/2012	138 55	122 44	16 11
2	CARDINAL HEALTH INC	3/1/2010	1/18/2012	84 45	69 76	14 69
1	CHEVRON CORP	8/30/2004	1/18/2012	106 40	47 97	58 43
1	CONOCO PHILLIPS	6/2/2008	1/18/2012	71 55	91 99	(20 44)
1	CHUBB CORP	1/12/2009	1/18/2012	69 89	44 96	24 93
1	EXXON MOBIL CORP	10/16/2006	1/18/2012	86 25	69 35	16 90
1	HERSHEY COMPANY	10/13/2010	1/18/2012	61 69	50 60	11 09
1	JOHNSON & JOHNSON	9/8/2004	1/18/2012	65 13	58 22	6 91
1	L-3 COMMUNICATIONS	8/20/2007	1/18/2012	70 14	95 95	(25 81)
3	MARATHON OIL CORP	7/7/2009	1/18/2012	94 42	50 83	43 59
3	NEWS CORP	8/30/2010	1/18/2012	58 04	37 17	20 87
1	PRUDENTIAL FINANCIAL	5/24/2010	1/18/2012	55 90	55 68	0 22
1	ROSS STORES INC	5/5/2009	1/18/2012	51 56	19 20	32 36
1	TRAVELERS COS INC	1/23/2007	1/18/2012	59 85	52 02	7 83
2	ANALOG DEVICES INC	1/18/2011	1/18/2012	78 37	79 10	(0 73)
4	DELL INC	2/28/2011	1/18/2012	65 43	62 54	2 89
1	FLUOR CORP	5/9/2011	1/18/2012	55 88	72 00	(16 12)
1	LORILLARD INC	10/10/2011	1/18/2012	112 38	118 49	(6 11)
2	LYONDELLBASELL INDUSTRIES	8/8/2011	1/18/2012	80 67	59 35	21 32
1	MURPHY OIL CORP	3/14/2011	1/18/2012	60 10	69 87	(9 77)
7	VALERO ENERGY CORP	11/14/2011	1/18/2012	161 52	170 57	(9 05)
3	WESTERN UN CO	6/13/2011	1/18/2012	56 33	59 38	(3 05)
1,000	FED NATL MORTGAGE ASSOC	1/27/2009	2/14/2012	1,024 20	1,013 38	10 82
1,000	FEDERAL HOME LN MTG CORP	6/24/2010	2/14/2012	1,001 37	1,000 93	0 44
1,000	US TREASURY 3 625%	3/16/2010	2/14/2012	1,159 21	995 74	163 47
1,000	US TREASURY 4 75%	3/27/2008	2/14/2012	1,325 66	1,056 54	269 12
2,000	US TREASURY 3 375%	12/20/2007	2/14/2012	2,048 12	1,997 04	51 08
2	AT&T INC	11/19/2008	2/14/2012	60 07	51 10	8 97
3	CAPITAL ONE FINL	3/29/2010	2/14/2012	134 08	127 45	6 63
8	CAPITAL ONE FINL	3/30/2010	2/14/2012	357 56	338 01	19 55
6	CAPITAL ONE FINL	3/30/2010	2/14/2012	272 74	253 51	19 23
4	CAPITAL ONE FINL	4/5/2010	2/14/2012	181 84	170 73	11 11
1	CHEVRON CORP	8/30/2004	2/14/2012	106 15	47 97	58 18
2	CONOCO PHILLIPS	6/2/2008	2/14/2012	147 15	183 98	(36 83)
2	CA INC	9/21/2007	2/14/2012	53 94	51 80	2 14
1	CA INC	10/31/2007	2/14/2012	26 98	26 40	0 58
1	CHUBB CORP	1/12/2009	2/14/2012	68 43	44 96	23 47
2	CONAGRA FOOD INC	6/24/2009	2/14/2012	53 39	39 92	13 47
2	DR PEPPER SNAPPLE GROUP	7/13/2010	2/14/2012	77 38	78 39	(1 01)
1	DOVER CORP	5/29/2008	2/14/2012	65 95	53 95	12 00
3	FOREST LABS	11/22/2006	2/14/2012	94 85	150 02	(55 17)
3	GAP INC	10/26/2009	2/14/2012	66 76	67 46	(0 70)
1	HONEYWELL INTL INC	06/26/07/	2/14/2012	59 79	56 12	3 67
3	INTL PAPER CO	9/5/2007	2/14/2012	99 40	95 11	4 29
24	JOHNSON & JOHNSON	9/8/2004	2/14/2012	1,566 65	1,397 19	169 46
5	KROGER CO	12/15/2006	2/14/2012	117 92	121 84	(3 92)
1	LOCKHEED MARTIN CORP	11/21/2005	2/14/2012	88 26	61 36	26 90

Levin Family Foundation

Merrill Lynch realized gains/(losses)

YE 06/30/2012

Quantity	Description	Date Acquired	Date Sold	Sales Price	Cost Basis	Gain/Loss
2	LIMITED BRANDS	6/1/2010	2/14/2012	90 13	50 69	39 44
1	LIMITED BRANDS	6/2/2010	2/14/2012	45 07	25 47	19 60
1	MCKESSON CORP	3/9/2009	2/14/2012	82 20	38 95	43 25
2	MOTOROLA SOLUTIONS	9/13/2010	2/14/2012	95 47	66 15	29 32
4	MICROSOFT CORP	11/9/2009	2/14/2012	120 35	115 22	5 13
1	NORTHROP GUMMAN CORP	8/5/2009	2/14/2012	59 98	42 09	17 89
1	ROSS STORES INC	5/5/2009	2/14/2012	51 66	19 20	32 46
4	SARA LEE CORP	6/21/2010	2/14/2012	80 17	59 04	21 13
5	SYMANTEC CORP	9/27/2010	2/14/2012	89 37	77 22	12 15
1	TARGET CORP	8/8/2010	2/14/2012	52 22	51 69	0 53
4	UNUM GROUP	10/22/2008	2/14/2012	89 87	68 23	21 64
1	UNITEDHEALTH GROUP	12/13/2010	2/14/2012	54 25	37 09	17 16
1	WELLPOINT INC	10/27/2003	2/14/2012	65 23	35 29	29 94
27	ACTIVISION BLIZZARD INC	8/15/2011	2/14/2012	330 06	294 42	35 64
11	ACTIVISION BLIZZARD INC	8/16/2011	2/14/2012	134 48	119 52	14 96
21	ACTIVISION BLIZZARD INC	8/16/2011	2/14/2012	259 19	228 18	31 01
3	DELL INC	2/28/2011	2/14/2012	53 92	46 91	7 01
2	DISCOVER FINL SVCS	5/16/2011	2/14/2012	56 98	50 00	6 98
2	DISH NETWORK CORP	7/18/2011	2/14/2012	56 51	61 18	(4 67)
1	PHILIP MORRIS INTL	10/17/2011	2/14/2012	81 17	67 39	13 78
8	MOTOROLA SOLUTIONS	9/13/2010	3/12/2012	402 77	264 62	138 15
2	MOTOROLA SOLUTIONS	9/13/2010	3/13/2012	100 98	66 15	34 83
4	MOTOROLA SOLUTIONS	9/14/2010	3/13/2012	201 96	133 50	68 46
4	MOTOROLA SOLUTIONS	10/25/2010	3/13/2012	201 97	128 36	73 61
2	MOTOROLA SOLUTIONS	10/25/2010	3/14/2012	100 94	64 18	36 76
4	SARA LEE CORP	6/21/2010	3/12/2012	85 06	59 03	26 03
23	SARA LEE CORP	6/22/2010	3/12/2012	489 16	343 07	146 09
33	SARA LEE CORP	6/22/2010	3/13/2012	710 48	492 23	218 25
6	SARA LEE CORP	6/23/2010	3/14/2012	128 13	88 83	39 30
19	DISCOVER FINL SVCS	5/16/2011	3/26/2012	640 93	474 97	165 96
12	LYONDELLBASELL INDUSTRIES	8/8/2011	3/5/2012	502 23	356 12	146 11
4	LYONDELLBASELL INDUSTRIES	8/9/2011	3/5/2012	167 41	122 35	45 06
8	LYONDELLBASELL INDUSTRIES	8/9/2011	3/5/2012	317 28	244 69	72 59
1	AMERIPRISE FINL INC	1/11/2011	4/24/2012	52 73	60 56	(7 83)
1	AMGEN INC	11/3/2008	4/24/2012	68 92	61 22	7 70
2	CARDINAL HEALTH INC	3/1/2010	4/24/2012	82 93	69 76	13 17
2	CAPITAL ONE FINL	4/5/2010	4/24/2012	109 59	85 36	24 23
1	CHEVRON CORP	8/30/2004	4/24/2012	102 54	47 97	54 57
6	DR PEPPER SNAPPLE GROUP	7/13/2010	4/24/2012	239 84	235 16	4 68
7	DR PEPPER SNAPPLE GROUP	7/14/2010	4/24/2012	282 55	275 15	7 40
1	DR PEPPER SNAPPLE GROUP	7/14/2010	4/24/2012	39 25	39 31	(0 06)
2	DR PEPPER SNAPPLE GROUP	7/19/2010	4/24/2012	78 52	77 55	0 97
1	EXXON MOBIL CORP	10/16/2006	4/24/2012	86 11	69 35	16 76
1	HONEYWELL INTL INC	6/26/2007	4/24/2012	59 84	56 12	3 72
2	HERSHEY COMPANY	10/13/2010	4/24/2012	133 09	101 20	31 89
2	INTL PAPER CO	3/1/2010	4/24/2012	65 27	47 85	17 42
1	LOCKHEED MARTIN CORP	11/21/2005	4/24/2012	90 97	61 37	29 60
1	L-3 COMMUNICATIONS	8/20/2007	4/24/2012	69 80	95 96	(26 16)
3	MARATHON OIL CORP	7/7/2009	4/24/2012	87 86	50 83	37 03
5	NRG ENERGY	1/2/2008	4/24/2012	77 29	216 44	(139 15)
4	NEWS CORP	8/30/2010	4/24/2012	76 97	49 55	27 42
1	PRUDENTIAL FINANCIAL	5/24/2010	4/24/2012	59 63	55 68	3 95
2	RAYTHEON CO	5/1/2006	4/24/2012	105 85	91 04	14 81
1	ROSS STORES INC	5/5/2009	4/24/2012	59 78	19 20	40 58
3	SAFEWAY INC	1/10/2006	4/24/2012	65 15	73 34	(8 19)
1	TARGET CORP	3/3/2010	4/24/2012	56 97	51 68	5 29
1	TRAVELERS COS INC	1/23/2007	4/24/2012	63 08	52 02	11 06
3	UNUM GROUP	10/22/2008	4/24/2012	70 40	51 17	19 23
2	DISH NETWORK CORP	7/18/2011	4/24/2012	61 73	61 18	0 55
1	FLUOR CORP	5/9/2011	4/24/2012	57 33	72 00	(14 67)
4	WESTERN UN CO	6/13/2011	4/24/2012	71 91	79 17	(7 26)
3	PHILLIPS 66 SHS	5/2/2008	5/7/2012	89 36	126 44	(37 08)

Levin Family Foundation

Merrill Lynch realized gains/(losses)

YE 06/30/2012

Quantity	Description	Date Acquired	Date Sold	Sales Price	Cost Basis	Gain/Loss
3	PHILLIPS 66 SHS	6/9/2008	5/7/2012	89 36	131 52	(42 16)
1	PHILLIPS 66 SHS	2/16/2010	5/7/2012	29 79	22 76	7 03
4	PHILLIPS 66 SHS	2/16/2010	5/8/2012	118 14	91 06	27 08
6	PHILLIPS 66 SHS	2/17/2010	5/8/2012	177 21	146 41	30 80
2	PHILLIPS 66 SHS	2/18/2010	5/8/2012	59 08	44 74	14 34
FR SHRS	PHILLIPS 66 SHS	5/31/2012	5/31/2012	15 73	0 00	15 73
1,000	GOLDMAN SACHS GROUP	3/30/2006	6/14/2012	1,037 39	966 54	70 85
1,000	JP MORGAN CHASE	6/26/2007	6/14/2012	1,049 50	956 11	93 39
1,000	FEDERAL NATL MTG ASSOC	6/26/2007	6/14/2012	1,215 87	988 31	227 56
1,000	US TREASURY BOND	3/30/2006	6/14/2012	1,440.58	1,021 75	418 83
1,000	US TREASURY BOND	11/17/2009	6/14/2012	1,341 79	996 84	344 95
1	AETNA INC	11/29/2004	6/14/2012	41 55	29 51	12 04
3	AETNA INC	11/29/2004	6/14/2012	128 75	88 54	40 21
3	AMGEN INC	11/3/2008	6/14/2012	205 33	183 67	21 66
3	CARDINAL HEALTH INC	3/1/2010	6/14/2012	125 36	104 65	20 71
2	CARDINAL HEALTH INC	3/1/2010	6/14/2012	81 63	69 76	11 87
3	CARDINAL HEALTH INC	3/2/2010	6/14/2012	122 45	106 57	15 88
5	CARDINAL HEALTH INC	3/2/2010	6/14/2012	204 24	177 62	26 62
13	CONAGRA FOOD INC	6/24/2009	6/14/2012	323 30	259 46	63 84
12	CONAGRA FOOD INC	6/24/2009	6/14/2012	298 14	239 50	58 64
12	CONAGRA FOOD INC	6/24/2009	6/14/2012	298 53	239 51	59 02
7	CONAGRA FOOD INC	6/24/2009	6/14/2012	174 31	139 71	34 60
5	INTL PAPER CO	3/1/2010	6/14/2012	141 36	119 62	21 74
9	INTL PAPER CO	3/2/2010	6/14/2012	254 47	223 51	30 96
1	INTL PAPER CO	3/2/2010	6/14/2012	28 04	24 83	3 21
6	INTL PAPER CO	3/3/2010	6/14/2012	168 25	151 70	16 55
7	INTL PAPER CO	5/24/2010	6/14/2012	196 30	154 89	41 41
5	LIMITED BRANDS	6/2/2010	6/14/2012	205 23	127 37	77 86
5	LIMITED BRANDS	6/2/2010	6/14/2012	204 66	127 37	77 29
3	MOTOROLA SOLUTIONS	10/25/2010	6/14/2012	142 29	96 27	46 02
2	MOTOROLA SOLUTIONS	1/31/2011	6/14/2012	94 87	77 07	17 80
8	MOTOROLA SOLUTIONS	1/31/2011	6/14/2012	378 06	308 29	69 77
2	MOTOROLA SOLUTIONS	2/1/2011	6/14/2012	94 52	78 08	16 44
7	MOTOROLA SOLUTIONS	2/1/2011	6/14/2012	337 41	273 29	64 12
2	MURPHY OIL CORP	3/14/2011	6/14/2012	92 77	139 73	(46 96)
4	MURPHY OIL CORP	3/14/2011	6/14/2012	182 35	279 47	(97 12)
2	MURPHY OIL CORP	3/14/2011	6/14/2012	90 59	139 73	(49 14)
1	MURPHY OIL CORP	3/15/2011	6/14/2012	45 30	68 89	(23 59)
3	MURPHY OIL CORP	3/15/2011	6/14/2012	135 29	206 65	(71 36)
2	MURPHY OIL CORP	3/15/2011	6/14/2012	89 37	137 77	(48 40)
14	UNUM GROUP	10/22/2008	6/14/2012	259 54	238 80	20 74
15	UNUM GROUP	10/22/2008	6/14/2012	280 86	255 85	25 01
7	UNITEDHEALTH GROUP	12/13/2010	6/14/2012	384 97	259 62	125 35
1	UNITEDHEALTH GROUP	12/13/2010	6/14/2012	55 82	37 09	18 73
4	VERIZON COMMUNICATIONS	4/8/2009	6/14/2012	174 18	120 09	54 09
4	VERIZON COMMUNICATIONS	4/8/2009	6/14/2012	175 35	120 09	55 26
2	WELLPOINT INC	10/27/2003	6/14/2012	138 33	70 58	67 75
2	WELLPOINT INC	10/27/2003	6/14/2012	138 71	70 58	68 13
3	WELLPOINT INC	10/27/2003	6/14/2012	208 14	105 87	102 27
2	WELLPOINT INC	10/27/2008	6/14/2012	138 76	78 69	60 07
5	WELLPOINT INC	10/27/2008	6/14/2012	347 87	196 74	151 13
43	SPRINT NEXTEL CORP	7/11/2011	6/14/2012	133 41	233 86	(100 45)
45	SPRINT NEXTEL CORP	7/11/2011	6/14/2012	140 57	244 74	(104 17)
8	VALERO ENERGY CORP	11/14/2011	6/14/2012	174 39	194 93	(20 54)

59,568.55	51,560.45	8,008.10
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