Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0052
2011

For calendar year 2011 or tax year beginning 12/01 , 2011, and ending 11/30, 2012

Name of foundation: ALAN & MARSHA LEVY CHARITABLE FOUNDATION, INC. 23-97025

A Employer identification number: 26-1556590

Number and street (or P.O. box number if mail is not delivered to street address): P.O. BOX 803878
Room/suite:

B Telephone number (see instructions): (312) 630-6000

City or town, state, and ZIP code: CHICAGO, IL 60680

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 940,254.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ________ (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)	86,501.			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	25,485.	25,485.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	17,897.			
b	Gross sales price for all assets on line 6a 179,408.				
7	Capital gain net income (from Part IV, line 2)		17,897.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	129,883.	43,382.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc.	NONE	NONE	NONE	NONE
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule) STMT 2	2,664.	2,664.	NONE	NONE
b	Accounting fees (attach schedule)	2,000.	1,000.		1,000.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	303.	316.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 3	61.			61.
24	**Total operating and administrative expenses.** Add lines 13 through 23	5,028.	3,980.	NONE	1,061.
25	Contributions, gifts, grants paid	80,996.			80,996.
26	**Total expenses and disbursements** Add lines 24 and 25	86,024.	3,980.	NONE	82,057.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	43,859.			
b	**Net investment income** (if negative, enter -0-)		39,402.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	9,842.	5,974.	5,974.
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 schedule) ▶			
Less allowance for doubtful accounts ▶ NONE			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule) STMT 4	377,015.	376,759.	452,542.
c Investments - corporate bonds (attach schedule) STMT 5	330,120.	343,023.	365,545.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) STMT 6	62,599.	41,824.	49,432.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ STMT 7)		55,852.	66,761.
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	779,576.	823,432.	940,254.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27 Capital stock, trust principal, or current funds	779,576.	823,432.	
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)	779,576.	823,432.	
31 **Total liabilities and net assets/fund balances** (see instructions)	779,576.	823,432.	

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	779,576.
2 Enter amount from Part I, line 27a	2	43,859.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	823,435.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	3.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	823,432.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b				
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	161,854.		161,511.	343.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				343.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	17,897.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	106,933.	885,315.	0.120785
2009	43,981.	686,864.	0.064032
2008	36,121.	415,423.	0.086950
2007	22,091.	279,428.	0.079058
2006			

2	**Total** of line 1, column (d)	2	0.350825
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	0.087706
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	922,912.
5	Multiply line 4 by line 3	5	80,945.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	394.
7	Add lines 5 and 6	7	81,339.
8	Enter qualifying distributions from Part XII, line 4	8	82,057.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	394.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3	Add lines 1 and 2		3	394.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	394.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a: 428.		
b	Exempt foreign organizations - tax withheld at source	6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c: NONE		
d	Backup withholding erroneously withheld	6d:		
7	Total credits and payments Add lines 6a through 6d		7	428.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	34.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 34. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶$ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* STMT 9	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE NORTHERN TRUST COMPANY Telephone no. ▶ (312)630-6000

Located at ▶ PO BOX 803878, CHICAGO, IL ZIP + 4 ▶ 60680

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

		Yes	No
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**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53 4945-5(d).*		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** *If "Yes" to 6b, file Form 8870.*		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	936,966.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	936,966.
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	NONE
3	Subtract line 2 from line 1d	3	936,966.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,054.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	922,912.
6	**Minimum investment return.** Enter 5% of line 5	6	46,146.

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	46,146.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	394.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	394.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	45,752.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	45,752.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	45,752.

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	82,057.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	82,057.
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	394.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	81,663.

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				45,752.
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			NONE	
b	Total for prior years. 20____, 20____, 20____		NONE		
3	Excess distributions carryover, if any, to 2011:				
a	From 2006 ...... NONE				
b	From 2007 ...... 8,246.				
c	From 2008 ...... 15,520.				
d	From 2009 ...... 10,507.				
e	From 2010 ...... 63,523.				
f	**Total** of lines 3a through e	97,796.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 82,057.				
a	Applied to 2010, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2011 distributable amount				45,752.
e	Remaining amount distributed out of corpus	36,305.			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	134,101.			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	134,101.			
10	Analysis of line 9				
a	Excess from 2007 ... 8,246.				
b	Excess from 2008 ... 15,520.				
c	Excess from 2009 ... 10,507.				
d	Excess from 2010 ... 63,523.				
e	Excess from 2011 ... 36,305.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . ▶

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

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

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

1 Information Regarding Foundation Managers:

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

ALAN J. LEVY

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.

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 11				
Total . . . . . . ▶ 3a				80,996.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	25,485.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	17,897.	
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) . . . . . 13 43,382.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ Martha Berry 2/15/13 ▶ TTEE

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
YUFRU GU		2/7/2013		P01315622

Firm's name ▶ THE NORTHERN TRUST COMPANY Firm's EIN ▶

Firm's address ▶ P.O. BOX 803878 CHICAGO, IL 60680 Phone no 312-630-6000

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
ALAN & MARSHA LEVY CHARITABLE FOUNDATION,	26-1556590

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization: ALAN & MARSHA LEVY CHARITABLE FOUNDATION,

Employer identification number: 26-1556590

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ALAN J. LEVY 75 ROYAL PALM DRIVE FT LAUDERDALE, FL 33301	$ 86,501.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: ALAN & MARSHA LEVY CHARITABLE FOUNDATION,

Employer identification number: 26-1556590

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
1	14258 SHS OF FIRST HORIZON NATIONAL CORP. COMMON STOCK	$ 1.	04/05/2012
		$	
		$	
		$	
		$	
		$	

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No. 1545-0092

2011

Name of estate or trust: ALAN & MARSHA LEVY CHARITABLE FOUNDATION,

Employer identification number: 26-1556590

Note: *Form 5227 filers need to complete only Parts I and II.*

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

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	7.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	7.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					17,554.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	336.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	17,890.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			7.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			17,890.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			350.
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			17,897.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary.*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*
- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: ALAN & MARSHA LEVY CHARITABLE FOUNDATION,

Employer identification number: 26-1556590

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1. MFC FLEXSHARES TR MORNI GLOBAL UPSTREAM NAT RES IND	12/08/2011	03/28/2012	35.00	33.00	2.00
2. MFC FLEXSHARES TR MORNI GLOBAL UPSTREAM NAT RES IND	04/20/2012	06/26/2012	64.00	70.00	-6.00
1. MFC FLEXSHARES TR MORNI GLOBAL UPSTREAM NAT RES IND	04/20/2012	09/20/2012	36.00	35.00	1.00
4. MFC FLEXSHARES TR MORNI GLOBAL UPSTREAM NAT RES IND	04/20/2012	10/03/2012	142.00	139.00	3.00
4. MFC FLEXSHARES TR TR IB TARGET DURATION TIPS INDEX	12/08/2011	03/28/2012	101.00	101.00	
3. MFC FLEXSHARES TR TR IB TARGET DURATION TIPS INDEX	04/20/2012	06/26/2012	76.00	76.00	
1. MFC FLEXSHARES TR TR IB TARGET DURATION TIPS INDEX	04/20/2012	09/20/2012	25.00	25.00	
6. MFC FLEXSHARES TR TR IB TARGET DURATION TIPS INDEX	04/20/2012	10/03/2012	153.00	153.00	
3. MFC FLEXSHARES TR IBOXX DURATION TIPS INDEX FD	12/08/2011	03/28/2012	77.00	76.00	1.00
4. MFC FLEXSHARES TR IBOXX DURATION TIPS INDEX FD	04/20/2012	06/26/2012	103.00	103.00	
1. MFC FLEXSHARES TR IBOXX DURATION TIPS INDEX FD	04/20/2012	09/20/2012	26.00	26.00	
4. MFC FLEXSHARES TR IBOXX DURATION TIPS INDEX FD	12/08/2011	10/03/2012	106.00	101.00	5.00
2. MFC FLEXSHARES TR IBOXX DURATION TIPS INDEX FD	04/20/2012	10/03/2012	53.00	52.00	1.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 7.00

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

ALAN & MARSHA LEVY CHARITABLE FOUNDATION,

Employer identification number 26-1556590

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

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 105. MFB NORTHN FDS MULTI- GLOBAL REALESTATE FD	12/13/2010	02/01/2012	1,762.00	1,975.00	-213.00
13. MFB NORTHN FDS MULTI-M GLOBAL REALESTATE FD	12/13/2010	03/28/2012	225.00	245.00	-20.00
24. MFB NORTHN FDS MULTI-M GLOBAL REALESTATE FD	12/13/2010	06/26/2012	402.00	451.00	-49.00
13. MFB NORTHN FDS MULTI-M GLOBAL REALESTATE FD	12/13/2010	09/20/2012	238.00	245.00	-7.00
40. MFB NORTHN FDS MULTI-M GLOBAL REALESTATE FD	12/13/2010	10/03/2012	727.00	752.00	-25.00
2. MFB NORTHN FDS MULTI-MA REALESTATE FD	12/13/2010	11/02/2012	37.00	38.00	-1.00
475. MFB NORTHN FDS MULTI- EMERGING MKTS EQTY FD	12/13/2010	02/01/2012	8,655.00	11,676.00	-3,021.00
23. MFB NORTHN FDS MULTI-M EMERGING MKTS EQTY FD	12/13/2010	03/28/2012	429.00	565.00	-136.00
28. MFB NORTHN FDS MULTI-M EMERGING MKTS EQTY FD	12/13/2010	06/26/2012	461.00	688.00	-227.00
17. MFB NORTHN FDS MULTI-M EMERGING MKTS EQTY FD	12/13/2010	09/20/2012	312.00	418.00	-106.00
52. MFB NORTHN FDS MULTI-M EMERGING MKTS EQTY FD	12/13/2010	10/03/2012	954.00	1,278.00	-324.00
1140. MFB NORTHERN FUNDS M LARGE CAP FD	12/13/2010	02/01/2012	10,579.00	10,192.00	387.00
209. MFB NORTHERN FUNDS MU LARGE CAP FD	02/17/2011	03/28/2012	2,057.00	2,008.00	49.00
3178. MFB NORTHERN FUNDS M LARGE CAP FD	02/17/2011	04/20/2012	30,699.00	29,592.00	1,107.00
25. MFB NORTHERN FUNDS MUL LARGE CAP FD	12/13/2010	04/30/2012	245.00	224.00	21.00
187. MFB NORTHERN FUNDS MU LARGE CAP FD	12/13/2010	06/26/2012	1,694.00	1,672.00	22.00
114. MFB NORTHERN FUNDS MU LARGE CAP FD	12/13/2010	09/20/2012	1,133.00	1,019.00	114.00
354. MFB NORTHERN FUNDS MU LARGE CAP FD	12/13/2010	10/03/2012	3,483.00	3,165.00	318.00
1477. MFB NORTHERN FUNDS M LARGE CAP FD	12/13/2010	11/02/2012	14,224.00	13,204.00	1,020.00
55. MFB NORTHN MULTI-MANAG FD FD	12/13/2010	02/01/2012	494.00	543.00	-49.00
80. MFB NORTHN MULTI-MANAG FD FD	02/17/2011	03/28/2012	740.00	821.00	-81.00
81. MFB NORTHN MULTI-MANAG FD FD	02/17/2011	06/26/2012	665.00	831.00	-166.00
50. MFB NORTHN MULTI-MANAG FD FD	02/17/2011	09/20/2012	465.00	503.00	-38.00
152. MFB NORTHN MULTI-MANA EQTY FD FD	12/13/2010	10/03/2012	1,392.00	1,502.00	-110.00
8. MFB NORTHN MULTI-MANAGE FD FD	12/13/2010	11/02/2012	74.00	79.00	-5.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

ALAN & MARSHA LEVY CHARITABLE FOUNDATION,

Employer identification number

26-1556590

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 155. MFB NORTHN MULTIMGR S	04/26/2010	02/01/2012	1,465.00	1,479.00	-14.00
11. MFB NORTHN MULTIMGR SM	04/26/2010	03/28/2012	109.00	105.00	4.00
37. MFB NORTHN MULTIMGR SM	04/26/2010	04/20/2012	353.00	353.00	
1. MFB NORTHN MULTIMGR SMA	04/26/2010	04/30/2012	10.00	10.00	
10. MFB NORTHN MULTIMGR SM	06/06/2011	06/26/2012	90.00	105.00	-15.00
6. MFB NORTHN MULTIMGR SMA	06/06/2011	09/20/2012	60.00	62.00	-2.00
18. MFB NORTHN MULTIMGR SM	04/26/2010	10/03/2012	178.00	172.00	6.00
90. MFB NORTHN MULTIMGR MI	12/13/2010	02/01/2012	1,058.00	1,040.00	18.00
19. MFB NORTHN MULTIMGR MI	02/17/2011	03/28/2012	235.00	239.00	-4.00
278. MFB NORTHN MULTIMGR M	02/17/2011	04/20/2012	3,389.00	3,222.00	167.00
2. MFB NORTHN MULTIMGR MID	12/13/2010	04/30/2012	25.00	23.00	2.00
15. MFB NORTHN MULTIMGR MI	12/13/2010	06/26/2012	168.00	173.00	-5.00
9. MFB NORTHN MULTIMGR MID	12/13/2010	09/20/2012	112.00	104.00	8.00
28. MFB NORTHN MULTIMGR MI	12/13/2010	10/03/2012	344.00	323.00	21.00
2. MFB NORTHN MULTIMGR MID	12/13/2010	11/02/2012	24.00	23.00	1.00
11. MFB NORTHN FDS SMALL C	12/13/2010	03/28/2012	175.00	158.00	17.00
134. MFB NORTHN FDS SMALL	12/13/2010	04/20/2012	2,066.00	1,926.00	140.00
6. MFB NORTHN FDS SMALL CA	12/13/2010	06/26/2012	88.00	86.00	2.00
4. MFB NORTHN FDS SMALL CA	12/13/2010	09/20/2012	66.00	57.00	9.00
11. MFB NORTHN FDS SMALL C	12/13/2010	10/03/2012	179.00	158.00	21.00
145. MFB NORTHN HI YIELD F	12/13/2010	02/01/2012	1,047.00	1,054.00	-7.00
126. MFB NORTHN HI YIELD F	02/17/2011	03/28/2012	921.00	941.00	-20.00
144. MFB NORTHN HI YIELD F	02/17/2011	06/26/2012	1,035.00	1,064.00	-29.00
91. MFB NORTHN HI YIELD FX	12/13/2010	09/20/2012	683.00	662.00	21.00
281. MFB NORTHN HI YIELD F	12/13/2010	10/03/2012	2,096.00	2,043.00	53.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side.
ALAN & MARSHA LEVY CHARITABLE FOUNDATION,

Employer identification number
26-1556590

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

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2686. MFB NORTHN HI YIELD	08/31/2011	11/02/2012	20,091.00	19,457.00	634.00
495. MFB NORTHERN FDS FIXE	11/18/2010	02/01/2012	5,217.00	5,222.00	-5.00
172. MFB NORTHERN FDS FIXE	12/13/2010	03/28/2012	1,803.00	1,792.00	11.00
2589. MFB NORTHERN FDS FIX	12/13/2010	04/20/2012	27,288.00	26,912.00	376.00
21. MFB NORTHERN FDS FIXED	12/17/2009	04/30/2012	222.00	215.00	7.00
149. MFB NORTHERN FDS FIXE	12/17/2009	06/26/2012	1,582.00	1,529.00	53.00
93. MFB NORTHERN FDS FIXED	08/31/2011	09/20/2012	1,005.00	970.00	35.00
284. MFB NORTHERN FDS FIXE	09/29/2011	10/03/2012	3,084.00	2,965.00	119.00
15. MFB NORTHERN FDS FIXED	10/04/2011	11/02/2012	163.00	157.00	6.00
6. PIMCO COMMODITY REALRET FUND	02/17/2011	03/28/2012	40.00	56.00	-16.00
9. PIMCO COMMODITY REALRET FUND	02/17/2011	06/26/2012	56.00	84.00	-28.00
7. PIMCO COMMODITY REALRET FUND	02/17/2011	09/20/2012	49.00	66.00	-17.00
20. PIMCO COMMODITY REALRE STRATEGY FUND	02/17/2011	10/03/2012	142.00	183.00	-41.00
1. PIMCO COMMODITY REALRET FUND	12/13/2010	11/02/2012	7.00	9.00	-2.00
2. MFC SPDR GOLD TR GOLD S	12/13/2010	03/28/2012	323.00	273.00	50.00
3. MFC SPDR GOLD TR GOLD S	12/13/2010	06/26/2012	458.00	409.00	49.00
2. MFC SPDR GOLD TR GOLD S	12/13/2010	09/20/2012	343.00	273.00	70.00
5. MFC SPDR GOLD TR GOLD S	12/13/2010	10/03/2012	862.00	681.00	181.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 336.00

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST		25,485.	25,485.
	TOTAL	25,485.	25,485.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
NORTHERN TRUST INVESTMENT ADVI	2,664.	2,664.		
TOTALS	2,664.	2,664.	NONE	NONE

ALAN & MARSHA LEVY CHARITABLE FOUNDATION, 26-1556590

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ANNUAL FILING FEE - FL DEPT OF	61.	61.
TOTALS	61.	61.

ALAN & MARSHA LEVY CHARITABLE FOUNDATION, 26-1556590

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	376,759.	452,542.
TOTALS	376,759.	452,542.

ALAN & MARSHA LEVY CHARITABLE FOUNDATION, 26-1556590

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	343,023.	365,545.
TOTALS	343,023.	365,545.

ALAN & MARSHA LEVY CHARITABLE FOUNDATION, 26-1556590

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	C	41,824.	49,432.
TOTALS		41,824.	49,432.

ALAN & MARSHA LEVY CHARITABLE FOUNDATION, 26-1556590

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	55,852.	66,761.
TOTALS	55,852.	66,761.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
COST ADJUSTMENT - ROUNDING		3.
	TOTAL	3.

ALAN & MARSHA LEVY CHARITABLE FOUNDATION, 26-1556590

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS
===

NAME AND ADDRESS

ALAN J. LEVY
75 ROYAL PALM DRIVE
FT LAUDERDALE, FL 33301

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
===

OFFICER NAME:
ALAN J. LEVY
ADDRESS:
75 ROYAL PALM DR.
FORT LAUDERDALE, FL 33301
TITLE:
PRESIDENT
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

OFFICER NAME:
MARSHA O. LEVY
ADDRESS:
75 ROYAL PALM DR.
FORT LAUDERDALE, FL 33301
TITLE:
SECOND PRESIDENT
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

OFFICER NAME:
ERIC L. LEVY
ADDRESS:
1225 W. ATLANTIC BLVD #218
POMPANO BEACH, FL 33069
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:
HOPE MENDELSOHN
ADDRESS:
1255 W. ATLANTIC BLVD, #218
POMPANO BEACH, FL 33069
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

STATEMENT 10

RECIPIENT NAME:
VARIOUS - SEE ATTACHMENTS
ADDRESS:
.
., FL 33301
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 80,996.

TOTAL GRANTS PAID: 80,996.
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LEVY CHARITABLE FOUNDATION, INC

TAX YEAR 2011 CHARITY CONTRIBUTION

Organization	Address	City	State	Zip code	Amount
1000+ CLUB to benefit Cancer Inc	6278 N. Federal Hwy H150	Ft. Laud	FL	33308	100.00
AISH HA Torah	4010 N 46 Street	Hollywood	FL	33021	150.00
American Cancer Soc	3363 W. Broward Blvd, Suite 100 Ft.	Ft. Laud	FL	33309	150.00
Big Brother/Big Sister	4101 Ravenswood Road	Ft. Laud	FL	33312	1,000.00
Big Brother/Big Sister	4101 Ravenswood Road	Ft. Laud	FL	33312	1,000.00
Broward Children's Center	25 SE 20th Avenue	Pompano	FL	33060	500.00
Broward Education Foundation	600 SE 3rd Ave	Ft. Laud	FL	33301	250.00
Broward Education Foundation	600 SE 3rd Ave	Ft. Laud	FL	33301	100.00
Broward Partnership for the Homeless	920 NW 7th Ave	FT. Laud.	FL	33311	500.00
Broward Performing Arts Foundation	201 SW 5th Ave	Ft. Laud.	FL	33312	1,000.00
Broward Sheriff's Foundation	2601 W Broward Blvd	Ft. Laud	FL	33312	650.00
CAN'T STOP STOMACH CANCER	6919 W Broward Blvd, #309	Plantation	FL	33317	600.00
Children's Diagnostic Services	1401 S Federal Highway	Ft. Laud.	FL	33316	200.00
Community Foundation of Broward County	1401 E Broward Blvd. Suite 100	Ft. Laud.	FL	33301	5,000.00
Congregation Rodeph Sholom	2713 Bayshore Blvd	Tampa	FL	33629	500.00
Daniel Cantor Senior Center	5000 N Nob Hill Rd	Sunrise	FL	33351	500.00
Downtown Jewish Center Chabad	900 E. Broward Blvd.	Ft Laud.	FL	33301	5,000.00
Downtown Jewish Center Chabad	900 E. Broward Blvd.	Ft Laud.	FL	33301	504.00
Downtown Jewish Center Chabad	900 E Broward Blvd.	Ft Laud.	FL	33301	1,500.00
Downtown Jewish Center Chabad	900 E. Broward Blvd.	Ft Laud.	FL	33301	1,800.00
Downtown Jewish Center Chabad	900 E. Broward Blvd.	Ft Laud.	FL	33301	3,000.00
FAU Foundation	115 E Las Olas Blvd. 12th Floor	Ft. Laud	FL	33301	2,500.00
FAU Foundation	115 E Las Olas Blvd. 12th Floor	Ft. Laud	FL	33301	1,000.00
Florida Tax Watch	106 N. Bronough St.	Tallahassee	FL	32301	1,000.00
Good Government Initiative	1320 S. Dixie Hwy, Suite 911	Miami	FL	33146	1,000.00
Habitat for Humanity	505 Broward Blvd.	Ft. Laud.	FL	33312	500.00
Handy, Inc.	501 NE 8th St.	Ft. Laud	FL	33301	1,500.00
Handy, Inc.	501 NE 8th St.	Ft Laud	FL	33301	600.00
Healthy Mothers	P O Box 350446	Ft. Laud	Fl	33315	250.00
Hispanic Unity	5840 Johnson St	Hollywood	FL	33021	500.00
Jack and Jill Center	1315 W. Broward Blvd	Ft Laud	FL	33312	1,000.00

Organization	Address	City	State	Zip code	Amount
Jack and Jill Center	1315 W. Broward Blvd	Ft Laud	FL	33312	1,400.00
JAFCO	4200 N University Dr.	Sunrise	FL	33351	200.00
Jewish Museum of Florida	301 Washington Ave	Miami Bch	FL	33139	1,000.00
Jewish Museum of Florida	301 Washington Ave	Miami Bch	FL	33139	600.00
Junior Achievement of So Fl	1130 Coconut Creek Blvd	Coconut Cr	FL	33066	1,000.00
Junior Achievement of So Fl	1130 Coconut Creek Blvd	Coconut Cr	FL	33066	1,000.00
Lifenet4famlies	1 NW 33 Terr	Ft. Laud	Fl	33311	250.00
MS 150 Mile Ride	3201 W. Comml. Blvd #127	Ft. Laud	FL	33309	100.00
Museum of Art of Fort Lauderdale	1 E. Las Olas Blvd.	Ft Laud	FL	33301	5,000.00
Museum of Art of Fort Lauderdale	1 E. Las Olas Blvd.	Ft Laud	FL	33301	5,000.00
Rockdale Temple	8501 Ridge Road	Cincinnati	OH	45236	500.00
Sheriff Foundation of Broward County	2601 W Broward Blvd	Ft Laud	FL	33312	500.00
Soref Jewish Community Center	6501 W Sunrise Blvd	FT Laud	FL	33313	500.00
Special Olympics Broward	3301 College Ave	Ft. Laud	FL	33314	150.00
Take Stock in Children	600 SE 3 Ave, 14th floor	Fort Laud	FL	33301	250.00
Temple Kol Ami Emanual	8200 Peters Road	Plantation	FL	33324	172.00
United Negro College Fund (UNCF)	1222 S Andrews Ave Suite 502A	Ft Laud	FL	33316	500.00
United Way of Broward County	1300 S Andrews Ave	FT Laud	FL	33316	10,000.00
University of Miami Miller School of Medicine	P O box 016960 (R100)	Coral Gables	FL	33101	5,000.00
Urban League of Broward County	11 NW 36th Ave	FT Laud	FL	33311	12,250.00
Voices for Children	10097 Cleary Blve, #70	Plantation	FL	33334	150.00
Young at Art Museum	11584 W State Rd 7	Davie	FL	33325	1,000.00
Young at Art Museum	11584 W State Rd 7	Davie	FL	33325	500.00
WLRN	172 NE 15th St	Miami	FL	33132	120.00
TOTAL					**80,996.00**

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
FRACTIONAL FIRST HORIZON NATIONAL CORP COM STK CUSIP DCA517101							
14,258 000	0 00	0 00	0 00	0 00	0 00	0 00	0 00
Total USD		0 00	0 00	0 00	0 00	0 00	0 00
Total United States		0 00	0 00	0 00	0 00	0 00	0 00
Total Common Stock **14,258.000**		**0 00**	**0 00**	**0 00**	**0 00**	**0.00**	**0 00**
Equity funds							
Emerging Markets Region - USD							
MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD CUSIP 665162483							
4,629 620	18 29	0 00	84,675 75	81,518 06	3,157 69	0 00	3,157 69
Total USD		0 00	84,675 75	81,518 06	3,157 69	0 00	3,157 69
Total Emerging Markets Region		0 00	84,675 75	81,518 06	3,157 69	0 00	3,157 69
Global Region - USD							
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407							
265 000	34 83	0 00	9,229 95	7,941 63	1,288 32	0 00	1,288 32
Total USD		0 00	9,229 95	7,941 63	1,288 32	0 00	1,288 32
Total Global Region		0 00	9,229 95	7,941 63	1,288 32	0 00	1,288 32
International Region - USD							
MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162558							
10,217 640	9 42	0 00	96,250 16	88,931 01	7,319 15	0 00	7,319 15

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Equity funds							
Total USD		0 00	96,250 16	88,931 01	7,319 15	0 00	7,319 15
Total International Region		0 00	96,250 16	88,931 01	7,319 15	0 00	7,319 15
United States - USD							
MFB NORTHERN FDS MULTI MANAGER LARGE CAPFD CUSIP 665162517							
22,305 400	9 66	0 00	215,470 16	158,757 01	56,713 15	0 00	56,713 15
MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 665162665							
746 320	16 05	0 00	11,978 43	10,651 88	1,326 55	0 00	1,326 55
MFB NORTHN MULTI-MANAGER MID CAP FD CUSIP 665162574							
1,894 930	12 25	0 00	23,212 89	18,551 18	4,661 71	0 00	4,661 71
MFB NORTHN MULTI-MANAGER SMALL CAP FD CUSIP 665162566							
1,205 000	9 73	0 00	11,724 65	10,408 63	1,316 02	0 00	1,316 02
Total USD		0 00	262,386 13	198,368 70	64,017 43	0 00	64,017 43
Total United States		0 00	262,386 13	198,368 70	64,017 43	0 00	64,017 43
Total Equity Funds **41,263.910**		**0 00**	**452,541.99**	**376,759 40**	**75,782 59**	**0 00**	**75,782.59**
Total Equity Securities **55,521.910**		**0.00**	**452,541 99**	**376,759 40**	**75,782 59**	**0 00**	**75,782 59**

Fixed Income Securities

Corporate/government

United States - USD

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income Securities							
Corporate/government							
United States - USD							
MFB NORTHERN FDS FIXED INCOME FD CUSIP 665162806							
19 066 420	10 87	0 00	207,251 98	196,253 35	10,998 63	0 00	10,998 63
Issue Date 25 Aug 08							
MFB NORTHERN FDS ULTRA SHORT FIXED INCOME FD CUSIP 665162467							
1,817 000	10 23	0 00	18,587 91	18,587 91	0 00	0 00	0 00
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699							
16,203 120	7 48	0 00	121,199 33	110,402 59	10,796 74	0 00	10,796 74
Issue Date 25 Aug 08							
Total USD		0 00	347,039 22	325,243 85	21,795 37	0 00	21,795 37
Total United States		0 00	347,039 22	325,243 85	21,795 37	0 00	21,795 37
Total Corporate/Government **37,086.540**		**0 00**	**347,039.22**	**325,243 85**	**21,795 37**	**0 00**	**21,795.37**
Other bonds							
United States - USD							
MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L605							
353 000	26 47	0 00	9,343 91	8,835 13	508 78	0 00	508 78
Issue Date 07 Dec 12							
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L506							
359 000	25 52	0 00	9,161 68	8,943 81	217 87	0 00	217 87
Issue Date 07 Dec 12							

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Fixed Income Securities							
Other bonds							
Total USD		0 00	18,505 59	17,778 94	726 65	0 00	726 65
Total United States		0 00	18,505 59	17,778 94	726 65	0 00	726 65
Total Other Bonds **712 000**		**0.00**	**18,505 59**	**17,778 94**	**726 65**	**0 00**	**726 65**
Total Fixed Income Securities **37,798.540**		**0 00**	**365,544 81**	**343,022 79**	**22,522 02**	**0 00**	**22,522 02**
Real Estate							
Real estate funds							
Global Region - USD							
MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD CUSIP 665162475							
2,666 240	18 54	0 00	49,432 09	41 823 88	7,608 21	0 00	7,608 21
Total USD		0 00	49,432 09	41,823 88	7,608 21	0 00	7,608 21
Total Global Region		0 00	49,432 09	41,823 88	7,608 21	0 00	7,608 21
Total Real Estate Funds **2,666 240**		**0.00**	**49,432.09**	**41,823 88**	**7,608.21**	**0.00**	**7,608.21**
Total Real Estate **2,666 240**		**0 00**	**49,432.09**	**41,823 88**	**7,608 21**	**0.00**	**7,608.21**
Commodities							
Commodities							

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Commodities							
Commodities							
Global Region - USD							
MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107							
344 000	166 05	0 00	57,121 20	44,926 92	12,194 28	0 00	12,194 28
Total USD		0 00	57,121 20	44,926 92	12,194 28	0 00	12,194 28
Total Global Region		0 00	57,121 20	44,926 92	12,194 28	0 00	12,194 28
United States - USD							
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667							
1,393 070	6 92	0 00	9,640 04	10,925 14	-1,285 10	0 00	-1,285 10
Total USD		0 00	9,640 04	10,925 14	-1,285 10	0 00	-1,285 10
Total United States		0 00	9,640 04	10,925 14	-1,285 10	0 00	-1,285 10
Total Commodities **1,737 070**		**0.00**	**66,761 24**	**55,852 06**	**10,909.18**	**0 00**	**10,909.18**
Total Commodities **1,737 070**		**0.00**	**66,761 24**	**55,852 06**	**10,909 18**	**0 00**	**10,909 18**
Cash and Short Term Investments							
Short term							
USD - United States dollar							
	1 00	0 00	5,974 19	5,974 19	0 00	0 00	0 00
Total short term - all currencies		0 00	5,974 19	5,974 19	0 00	0 00	0 00

Custom Reporting

30 NOV 12

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Cash and Short Term Investments							
Short term							
Total short term - all countries		0 00	5,974 19	5,974 19	0 00	0 00	0 00
Total Short Term **5,974 190**		**0 00**	**5,974 19**	**5,974 19**	**0 00**	**0 00**	**0 00**
Total Cash and Short Term Investments **5,974 190**		**0.00**	**5,974 19**	**5,974 19**	**0 00**	**0.00**	**0 00**
Total **103,697.950**		**0.00**	**940,254.32**	**823,432.32**	**116,822.00**	**0 00**	**116,822.00**