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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: Michael and Andrea Leven Family Foundation

A Employer identification number: 27-4093841

Number and street (or P O box number if mail is not delivered to street address): Foundation Source 501 Silverside Rd — Room/suite: 123

B Telephone number (see instructions): (800) 839-1754

City or town, state, and ZIP code: Wilmington DE 19809-1377

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 16,123,588

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

SCANNED NOV 2 7 2013

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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)	6,301,508			
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	466	466		
4	Dividends and interest from securities	328,978	328,978		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	122,956			
b	Gross sales price for all assets on line 6a 6,477,944				
7	Capital gain net income (from Part IV, line 2)		120,202		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	29,526	17,382		
12	**Total.** Add lines 1 through 11	6,783,434	467,028	0	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	84,406	84,406		
17	Interest				
18	Taxes (attach schedule) (see instructions)	5,927	371		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	71,174	21,914		33,854
24	**Total operating and administrative expenses.** Add lines 13 through 23	161,507	106,691	0	33,854
25	Contributions, gifts, grants paid	407,000			407,000
26	**Total expenses and disbursements** Add lines 24 and 25	568,507	106,691	0	440,854
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	6,214,927			
b	**Net investment income** (if negative, enter -0-)		360,337		
c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	2,145,621	475,905	475,905
	3	Accounts receivable ▶ 2,524			
		Less allowance for doubtful accounts ▶	20,049	2,524	2,524
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)	690,715	354,184	355,625
	b	Investments—corporate stock (attach schedule)	2,666,984	9,758,475	10,431,560
	c	Investments—corporate bonds (attach schedule)	2,232,722	2,846,452	2,937,705
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,219,536	1,756,464	1,920,269
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	8,975,627	15,194,004	16,123,588
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ Outstanding Options)	29,808	33,258	
	23	**Total liabilities** (add lines 17 through 22)	29,808	33,258	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	8,945,819	15,160,746	
	30	**Total net assets or fund balances** (see instructions)	8,945,819	15,160,746	
	31	**Total liabilities and net assets/fund balances** (see instructions)	8,975,627	15,194,004	

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	8,945,819
2	Enter amount from Part I, line 27a	2	6,214,927
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	15,160,746
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	15,160,746

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	Pass-Through K-1 Capital Gain			
c	Section 751 Gain on Sale of Partnership - Reclass			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	6,477,944		6,315,053	162,891
b				-5,534
c				-37,155
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				162,891
b				-5,534
c				-37,155
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	120,202
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	172,153	1,685,509	0 102137
2010	0	24,625	0 000000
2009			0 000000
2008			0 000000
2007			0 000000

2	**Total** of line 1, column (d)	2	0 102137
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 051069
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,817,777
5	Multiply line 4 by line 3	5	501,384
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,603
7	Add lines 5 and 6	7	504,987
8	Enter qualifying distributions from Part XII, line 4	8	440,854

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	7,207
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	7,207
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	7,207
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 5,300		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 2,604		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	7,904
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	697
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 697 **Refunded** ▶	11	0

Part VII-A **Statements Regarding Activities**

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to ***1a*** *or* ***1b,*** *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶			
14	The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754 Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form **1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**	N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes ☐ No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*		**6b**	X (No)
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	N/A

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

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

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Morgan Stanley, Smith Barney PWM 333 W San Carlos St , Suite 1100, San Jose, CA 95110	Investment Management	84,406
Total number of others receiving over $50,000 for professional services ▶		

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	8,057,898
b	Average of monthly cash balances	1b	1,018,787
c	Fair market value of all other assets (see instructions)	1c	890,601
d	**Total** (add lines 1a, b, and c)	1d	9,967,286
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	9,967,286
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	149,509
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,817,777
6	**Minimum investment return.** Enter 5% of line 5	6	490,889

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	490,889
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,207		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,207
3	Distributable amount before adjustments Subtract line 2c from line 1			3	483,682
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	483,682
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	483,682

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	440,854
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	440,854
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	440,854

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					483,682
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				0	
b	Total for prior years 20 ___, 20 ___, 20 ___					
3	Excess distributions carryover, if any, to 2012					
a	From 2007					
b	From 2008					
c	From 2009					
d	From 2010					
e	From 2011	88,280				
f	**Total** of lines 3a through e		88,280			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 440,854					
a	Applied to 2011, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2012 distributable amount					440,854
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*		42,828			42,828
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		45,452			
b	Prior years' undistributed income Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see instructions					
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		45,452			
10	Analysis of line 9					
a	Excess from 2008					
b	Excess from 2009					
c	Excess from 2010					
d	Excess from 2011	45,452				
e	Excess from 2012					

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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 (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

Andrea Leven Michael A Leven

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

NONE

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

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

a The name, address, and telephone number or e-mail 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*				
AYN RAND INSTITUTE 2121 ALTON PKWY STE 250 IRVINE, CA 92606	N/A	509(a)(1)	Anthem Essay Contest	14,000
BIRTHRIGHT ISRAEL FOUNDATION 33 E 33RD ST 7TH FL NEW YORK, NY 10016	N/A	509(a)(1)	General & Unrestricted	40,000
CNTR FOR ENTREPRENEURIAL JEWISH PHIL 435 STRATTON RD NEW ROCHELLE, NY 10804	N/A	509(a)(1)	General & Unrestricted	40,000
CENTER FOR EXCELLENCE IN HIGHER ED INC 4021 S 700 E STE 400 SALT LAKE CTY, UT 84107	N/A	509(a)(1)	Inquiry into the Morality of Capitalism	108,000
INSTITUTE FOR HUMANE STUDIES RM 440 ARLINGTON, VA 22201	N/A	509(a)(2)	Liberty Expansion in Academia Project	65,000
P E F ISRAEL ENDOWMENT FUNDS INC 317 MADISON AVE STE 607 NEW YORK, NY 10017	N/A	509(a)(1)	Michael A and Andrea Leven Fellowship Program	105,000
TEMPLE SHOLOM OF WEST ESSEX 760 POMPTON AVE CEDAR GROVE, NJ 07009	N/A	509(a)(1)	Good Works Fund for The Last Cyclist Project	10,000
TEMPLE SHOLOM OF WEST ESSEX 760 POMPTON AVE CEDAR GROVE, NJ 07009	N/A	509(a)(1)	Good Works Fund for The Last Cyclist Project	25,000
Total			▶ **3a**	407,000
b *Approved for future payment*				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (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			14	466	
4 Dividends and interest from securities			14	328,978	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	2,754	18	120,202	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a Pass-Through K-1 Inc/Loss	525990	-25,011	14	17,195	
b Sec 751 Gain on Sale of Partnership	525990	37,155			
c Foreign Tax Refund			01	187	
d					
e					
12 Subtotal Add columns (b), (d), and (e)		14,898		467,028	0

13 **Total.** Add line 12, columns (b), (d), and (e) **13** 481,926

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Jonathan Leven | 11/11/13 | VP

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
Jeffrey D Haskell	Jeffrey D. Haskell	11/7/2013		P01345770
Firm's name ▶ Foundation Source			Firm's EIN ▶ 51-0398347	
Firm's address ▶ One Hollow Lane, Suite 212, Lake Success, NY 11042			Phone no (800) 839-1754	

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

Schedule of Contributors

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

OMB No 1545-0047

2012

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

Organization type (check one)

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

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

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

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

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

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Leven, Michael A 1001 Championship Court Las Vegas NV 89134 Foreign State or Province Foreign Country	$ 6,301,508	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

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

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	LAS VEGAS SANDS CORP LVS, 143182 sh	$ 6,300,008	12/7/2012

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

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

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

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

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

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

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ► $ 0
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

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

	Amount
Long Term CG Distributions	
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	6,477,944	6,357,742	120,202
Other sales	0	-2,754	2 754

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Depreciation	Adjustments	Net Gain or Loss
1	X	Publicly-traded Securities							6,477,944	6,315,053					162,891
2	X	Pass-Through K-1 Capital Gain												-5,534	-5,534
3	X	Section 751 Gain on Sale of Pa												-37,155	-37,155
4		Pass-Through K-1 UBI												2,754	2,754

Part I, Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		29,526	17,382	0
1	K-1 Inc/Loss ACL ALTERNATIVE FUND SAC LIMITED	353	353	
2	K-1 Inc/Loss BREITBURN ENERGY PARTNERS, L P	2,937	5,839	
3	K-1 Inc/Loss COMPASS DIVERSIFIED HOLDINGS	5,886	4,389	
4	K-1 Inc/Loss COPANO ENERGY LLC	-7,683	38	
5	K-1 Inc/Loss CRESTWOOD MIDSTREAM PARTNERS	-3,636	0	
6	K-1 Inc/Loss DB COMMODITY INDEX TRACKING FUND	33	33	
7	K-1 Inc/Loss EAGLE ROCK ENERGY PARTNERS, LP	707	401	
8	K-1 Inc/Loss ENBRIDGE ENERGY PARTNERS LP	-2,295	-2	
9	K-1 Inc/Loss ENTERPRISE PRODUCTS PARTNERS LP	-5,041	-102	
10	K-1 Inc/Loss EV ENERGY PARTNERS, LP	-908	510	
11	K-1 Inc/Loss KKR FINANCIAL HOLDINGS LLC	13,453	4,078	
12	K-1 Inc/Loss LEGACY RESERVES LP	3,732	1	
13	K-1 Inc/Loss MAGELLAN MIDSTREAM PARTNERS LP	-931	0	
14	K-1 Inc/Loss MPLX LP	-382	-89	
15	K-1 Inc/Loss PLAINS ALL AMERICAN PIPELINE LP	-1,373	14	
16	K-1 Inc/Loss SPECTRA ENERGY PRTN LP	-274	1	
17	K-1 Inc/Loss STONEMOR PARTNERS LP	1,290	593	
18	K-1 Inc/Loss SUNOCO LOGISTICS PARTNERS LP	1,771	486	
19	K-1 Inc/Loss TARGA RESOURCES PARTNERS LP	-8,152	-131	
20	K-1 Inc/Loss TC PIPELINES LP	-690	0	
21	K-1 Inc/Loss TEEKAY LNG PARTNERS LP	-815	553	
22	K-1 Inc/Loss VANGUARD NATURAL RES LLC	1,206	96	
23	K-1 Inc/Loss WESTERN GAS PARTNERS, LP	-2,174	189	
24	K-1 Inc/Loss WILLIAMS PARTNERS LP	-4,830	-55	
25	Sec751 Gain on Sale BREITBURN ENERGY PARTNERS, L P	774	0	
26	Sec751 Gain on Sale COPANO ENERGY LLC	7,487	0	
27	Sec751 Gain on Sale CRESTWOOD MIDSTREAM PARTNERS	4,134	0	
28	Sec751 Gain on Sale EAGLE ROCK ENERGY PARTNERS, LP	5,161	0	
29	Sec751 Gain on Sale ENBRIDGE ENERGY PARTNERS LP	2,088	0	
30	Sec751 Gain on Sale EV ENERGY PARTNERS, LP	1,970	0	
31	Sec751 Gain on Sale KKR FINANCIAL HOLDINGS LLC	614	0	
32	Sec751 Gain on Sale MAGELLAN MIDSTREAM PARTNERS L	348	0	
33	Sec751 Gain on Sale PLAINS ALL AMERICAN PIPELINE LP	379	0	
34	Sec751 Gain on Sale SPECTRA ENERGY PRTN LP	2,074	0	
35	Sec751 Gain on Sale STONEMOR PARTNERS LP	89	0	
36	Sec751 Gain on Sale SUNOCO LOGISTICS PARTNERS LP	429	0	
37	Sec751 Gain on Sale TARGA RESOURCES PARTNERS LP	443	0	
38	Sec751 Gain on Sale TC PIPELINES LP	3,074	0	
39	Sec751 Gain on Sale TEEKAY LNG PARTNERS LP	12	0	
40	Sec751 Gain on Sale WILLIAMS PARTNERS LP	8,079	0	
41	Foreign Tax Refund	187	187	

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		84,406	84,406	0	0
1	Investment Management Services	84,406	84,406		0

Part I, Line 18 (990-PF) - Taxes

		5,927	371	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Estimated Tax for 2012	5,300	0		0
2	Excise Tax for 2011	28	0		0
3	Foreign Tax Paid	371	371		0
4	IRS Excise Tax Payment with 1st ext 990-PF	213	0		0
5	IRS Excise Tax Payment with 2nd ext 990-PF	15	0		0

Part I, Line 23 (990-PF) - Other Expenses

		71,174	21,914	0	33,854
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Administrative Fees	33,829	0		33,829
2	Bank Charges	478	478		0
3	K-1 Exp ACL ALTERNATIVE FUND SAC LIMITED	5,161	5,161		0
4	K-1 Exp BREITBURN ENERGY PARTNERS, L P	5,822	-757		0
5	K-1 Exp COMPASS DIVERSIFIED HOLDINGS	3,069	3,069		0
6	K-1 Exp CRESTWOOD MIDSTREAM PARTNERS	4	1		0
7	K-1 Exp DB COMMODITY INDEX TRACKING FUND	434	434		0
8	K-1 Exp EAGLE ROCK ENERGY PARTNERS, LP	3,860	3,856		0
9	K-1 Exp ENBRIDGE ENERGY PARTNERS LP	10	3		0
10	K-1 Exp ENTERPRISE PRODUCTS PARTNERS LP	3	0		0
11	K-1 Exp EV ENERGY PARTNERS, LP	1,827	1,827		0
12	K-1 Exp KKR FINANCIAL HOLDINGS LLC	8,479	2,339		0
13	K-1 Exp LEGACY RESERVES LP	5,124	5,124		0
14	K-1 Exp MAGELLAN MIDSTREAM PARTNERS LP	6	0		0
15	K-1 Exp MPLX LP	1	0		0
16	K-1 Exp PLAINS ALL AMERICAN PIPELINE LP	135	114		0
17	K-1 Exp SUNOCO LOGISTICS PARTNERS LP	75	60		0
18	K-1 Exp TARGA RESOURCES PARTNERS LP	5	0		0
19	K-1 Exp TEEKAY LNG PARTNERS LP	192	192		0
20	K-1 Exp VANGUARD NATURAL RES LLC	2,625	13		0
21	K-1 Exp WESTERN GAS PARTNERS, LP	1	0		0
22	K-1 Exp WILLIAMS PARTNERS LP	9	0		0
23	State or Local Filing Fees	25	0		25

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

		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	State/Local Obligation
	Federal		690,715	354,184	0	355,625	
	State/Local			0	0	0	
	Description						
1	FHLMC - 1 000% - 03/08/2017	21,000		20,943		21,268	
2	US T BILL NOTE - 0 250% - 08/31/2014	87,000		87,015		87,023	
3	US T BILL NOTE - 0 250% - 09/15/2015	151,000		150,665		150,670	
4	US T BILL NOTE - 1 000% - 03/31/2017	66,000		66,950		67,181	
5	US T BILL NOTE - 3 125% - 05/15/2021	26,000		28,611		29,483	

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

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
			2,666,984	9,758,475	0	10,431,560
1	ABBOTT LABS	272		15,287		17,816
2	ACCENTURE PLC	296		16,550		19,684
3	ACE LTD	150		10,070		11,970
4	ADIDAS AG	139		4,673		6,227
5	AIA GROUP LTD ADR	410		6,165		6,490
6	ALLERGAN INC	199		16,106		18,254
7	ALLINZGI NFJ DIVIDEND INT PREM STRAT	200		3,213		3,120
8	ALTRIA GROUP INC	300		8,433		9,432
9	AMAZON COM	200		45,137		50,174
10	AMERICAN EXPRESS CO	800		41,145		45,984
11	AMERICAN TOWER REIT INC	300		18,143		23,181
12	AMERICAN WATER WORKS COMPANY INC	1,000		37,696		37,130
13	ANHEUSER BUSCH COS INC	50		3,568		4,371
14	APPLE INC	148		77,830		78,762
15	ARM HOLDINGS PLC OLD	103		2,757		3,896
16	ASML HOLDING NV NY REG SHS	51		3,473		3,284
17	ASSA ABLOY UNSP/ADR	354		3,933		6,553
18	AVALONBAY CMNTYS INC	400		52,926		54,236
19	B&G FOODS INC COMMON STOCK	1,200		31,327		33,972
20	BAIDU COM - ADR	633		75,473		63,484
21	BANCO ITAU HOLDING FINANCIERA	405		6,596		6,666
22	BANK OF NOVA SCOTIA	1,000		52,215		57,880
23	BARRICK GOLD CORP COM	100		3,759		3,501
24	BAYTEX ENERGY CORP	1,000		48,170		43,240
25	BCE INC	100		3,783		4,294
26	BG GROUP PLC ADS	233		4,690		3,893
27	BLACKROCK INC	250		44,148		51,678
28	BOEING CO	100		6,505		7,536
29	BURBERRY GROUP PLC	71		2,770		2,895
30	C H ROBINSON WORLDWIDE INC	138		9,131		8,724
31	CANADIAN NATL RAILWAY CO	70		5,256		6,371
32	CARNIVAL CORP	392		12,518		14,414
33	CBS CORP CL B	200		5,159		7,610
34	CHECK POINT SOFTWARE TECHNOLOGIE	81		4,452		3,859
35	CISCO SYSTEMS INC	2,000		36,930		39,298
36	CNOOC LTD ADS	26		4,774		5,720
37	COCA-COLA CO	1,000		34,248		36,250
38	COGNIZANT TECHNOLOGY SOLUTIONS C	324		20,677		23,937
39	COLUMBIA ACORN INTERNATIONAL SELE	3,656		90,163		94,543
40	COMPASS GROUP PLC ADR	270		3,189		3,235
41	CONOCOPHILLIPS	500		28,799		28,995
42	CORESITE REALTY CORPORATION	2,000		48,981		55,320
43	CVS CAREMARK CORP	200		7,919		9,670
44	CYS INVESTEMENTS INC	2,500		31,249		29,525
45	DASSAULT SYS SA SPN ADR	35		2,743		3,887
46	DEUTSCHE BANK AG	72		3,127		3,189
47	DIAGEO PLC ADS	100		8,207		11,658
48	DIGITAL RLTY TR INC	600		36,986		40,734

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

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
			2,666,984	9,758,475	0	10,431,560
49	DOUBLELINE TOTAL RETURN BOND	18,447		207,023		209,004
50	DU PONT DE NEMOURS	100		4,623		4,498
51	ELEKTA B SHS ADR	211		3,258		3,368
52	EMBRAER EMPRESA BR	237		5,867		6,757
53	ENERGY SELECT SPDR	300		20,473		21,426
54	EQUINIX, INC	100		17,388		20,620
55	EQUITY LIFESTYLE PRP	500		31,812		33,645
56	FACEBOOK INC	1,500		37,699		39,930
57	FACTSET RESH SYST INC	150		13,740		13,209
58	FANUC LIMITED UNSPONSORED	216		5,692		6,628
59	FLSMIDTH & CO A/S S/ADR	544		3,231		3,139
60	FOOT LOCKER INC N Y COM	1,200		31,245		38,544
61	FREEPORT-MCMORAN COPPER & GOLD I	300		8,337		10,260
62	FRESENIUS MED CAR AG	200		6,600		6,860
63	GAMESTOP CORP	1,500		35,958		37,635
64	GENERAL ELECTRIC CO	3,000		51,041		62,970
65	GENERAL MILLS INC	800		31,779		32,336
66	GENTEX CORPORATION	2,000		36,365		37,700
67	GOOGLE INC CL A	31		18,232		21,929
68	GRAINGER W W INC	30		6,232		6,071
69	GRUPO FIN STANTANDER - ADR B	3,000		41,085		48,540
70	H J HEINZ COMPANY	150		7,768		8,652
71	HANG LUNG PROPERTIES-SP ADR	223		3,461		4,493
72	HENNES & MAURITZ AB	1,037		6,046		7,166
73	HOME DEPOT INC	50		2,016		3,093
74	HONG KONG EX&CL UNSP/ADR	246		3,916		4,246
75	HSBC HLDGS PLC ADS	125		5,753		6,634
76	HUDSON PACIFIC PROPERTIES INC	2,000		25,943		42,120
77	INDUSTRIAL & COM UNSP/ADR	406		4,543		5,762
78	INTUIT	279		15,519		16,595
79	INTUITIVE SURGICAL, INC	34		14,438		16,673
80	INVESCO MORTGAGE INC	150		3,129		2,957
81	ISHARES TR DJ SEL DIVIDEND INX	100		5,538		5,724
82	JOHNSON & JOHNSON	100		6,403		7,010
83	JP MORGAN CHASE & CO	200		7,018		8,794
84	KDDI CP UNSP ADR	210		3,499		3,700
85	KINGFISHER PLC	882		6,871		8,150
86	KOMATSU LTD	299		7,086		7,687
87	LAS VEGAS SANDS CORP	143,182		6,300,007		6,609,280
88	LI & FUNG UNSP/ADR	1,171		4,517		4,192
89	LINCOLN NATIONAL CORP	300		6,468		7,770
90	LINKEDIN CORPORATION CLASS A	300		33,704		34,446
91	LVMH MOET HENN UNSP	256		7,608		9,649
92	MACY'S INC	400		16,423		15,608
93	MARKET VECTORS PHARMACEUTICAL E	100		3,767		3,973
94	MERCADOLIBRE, INC	51		4,255		4,006
95	MERRILL LYNCH CAPITAL TR IV 7 120%	100		2,494		2,496
96	MICHELIN CIE GEN UNSP/ADR	257		3,729		4,932

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

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
			2,666,984	9,758,475	0	10,431,560
97	MICROSOFT CORPORATION	608		15,731		16,239
98	MITSUBISHI TOKYO FIN	909		3,800		4,927
99	ML CAP TRUST 7 000% PFD	95		2,326		2,374
100	MS DUAL DIRECTIONAL TRIGG ER PLUS 2	10,000		100,000		104,350
101	NESTLE S A	96		5,258		6,256
102	NIKE INC-CL B	338		16,195		17,441
103	NORFOLK SOUTHERN CORP	800		53,416		49,472
104	NOVARTIS AG ADR	110		5,814		6,963
105	NOVO NORDISK A S	53		5,791		8,650
106	OMEGA HEALTHCARE INV	2,000		35,491		47,700
107	ONEOK INC	800		31,280		34,200
108	OPPENHEIMER DEVELOPING MKTS FD CL	3,376		101,408		119,138
109	ORACLE CORP	476		14,208		15,860
110	PANERA BREAD CO CL A	200		33,886		31,766
111	PEARSON PLC	241		4,539		4,709
112	PEPSICO INC	100		6,483		6,843
113	PFIZER INC	1,500		32,079		37,619
114	PHILIP MORRIS INTL	100		7,211		8,364
115	PNC FINANCIAL GROUP INC	100		5,772		5,831
116	POTASH CORPORATION OF SASKATCHEV	131		5,583		5,330
117	PRECISION CASTPARTS	300		49,924		56,826
118	PROCTER GAMBLE CO	100		6,426		6,789
119	PUBLICIS GROUPE S A	398		4,446		6,034
120	QUALCOMM INC	392		21,546		24,249
121	RECKITT BENCKISER GRP PLC ADR	570		5,649		7,307
122	RIO TINTO PLC SPONSORED ADR	100		4,973		5,809
123	ROYAL BANK SCOTLAND ADS	312		3,120		3,366
124	RYDER SYSTEM COMMON	800		35,103		39,944
125	SABMILLER PLC S/ADR	83		2,797		3,884
126	SABRA HEALTHCARE REIT INC	3,000		29,916		65,160
127	SAP AKTIENGESELL ADS	102		5,805		8,199
128	SBERBANK SPONSORED ADR	270		2,894		3,286
129	SCHLUMBERGER LTD	113		7,837		7,831
130	SEADRILL LTD	200		6,676		7,360
131	SEASPAN CORPORATION	2,500		41,835		40,075
132	SIEMENS A G ADR	47		4,403		5,145
133	SOUFUN HOLDINGS LIMITED	1,500		34,857		37,500
134	SOUTHERN COPPER CORP	69		2,241		2,612
135	STARBUCKS CORP COM	854		38,017		45,800
136	STRATASYS, INC	200		10,154		16,030
137	SWATCH GROUP AG	220		4,150		5,588
138	SYNGENTA AG ADS	44		2,949		3,555
139	T ROWE PRICE ASSOCIATES	301		15,863		19,600
140	TAIWAN SEMICONDUCTOR MFG CO LTD	211		2,983		3,621
141	TCW GALILEO TOTAL RETURN BOND FUN	21,016		208,022		216,250
142	TEMPLETON GLOBAL BD	8,876		110,946		118,406
143	TENCENT HOLDINGS LIMITED	213		4,045		6,843
144	TEVA PHARMACEUTICAL SP ADR	151		5,751		5,638

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

			2,666,984	9,758,475	0	10,431,560
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
145	THE JM SMUCKER COMPANY	600		45,324		51,744
146	TORONTO DOMINION	600		42,960		50,598
147	TOTAL FINA ELF S A	200		10,011		10,402
148	TOYOTA MTR CORP	89		5,702		8,299
149	TRAVELERS COMPANIES INC	200		11,273		14,364
150	TULLOW OIL PLC 899415202	328		3,190		3,418
151	TURKIYE GARANTI BANK	663		2,141		3,440
152	UNILEVER PLC AMER	100		3,327		3,872
153	VANGUARD GLOBAL EX-US REAL ESTATE	904		37,482		49,747
154	VANGUARD SF REIT ETF	693		37,462		45,599
155	VARIAN MEDICAL SYSTEMS INC	219		12,805		15,383
156	VENTAS INC	800		42,098		51,776
157	VIRTUS EMERGING MARKETS OPPTS CL I	11,647		101,832		120,082
158	VODAFONE GROUP PLC	408		11,202		10,278
159	WAL-MART DE MEX V SP/ADR	122		3,084		3,999
160	YANDEX N V	155		3,205		3,339
161	YUM BRANDS INC	769		55,130		51,062

Michael and Andrea Leven Family Foundation 27-4093841

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

	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
				2,232,722	2,846,452	0	2,937,705
1	ADVANCED MICRO DE - 7 750% - 08/01/202				42,125		41,875
2	AEP INDS INC SR NT 8 25000% 04/15/2019				35,175		37,450
3	AERCAP AVIATION SOLUTIONS B V 6 375(				73,499		73,499
4	AES CORP SER B - 8 000% - 06/01/2012				5,438		5,750
5	AIR CANADA SER 144A - 12 000% - 02/01/2(				33,075		36,138
6	AIRCASTLE LTD - 7 625% - 04/15/2020				38,500		39,113
7	ALLIANT TECHSYSTEMS INC - 6 875% - 9/1				5,188		5,488
8	ALLY FINL INC - 5 5 % - 02/15/2017				52,999		53,487
9	AMERICAN CASINO & ENTMT PPTYS 11 0%				42,150		41,100
10	AMERICAN RENAL HOLDINGS INC - 9 750%				48,037		47,474
11	AMERICAN STORES CO NEW - 7 900% - 05				32,638		33,163
12	AMERIGAS PARTNER - 6 250% - 08/20/2015				4,963		5,350
13	ARCH COAL INC NOTE-07 25000%-10/01/20				5,106		4,638
14	ASBURY AUTOMOTIVE GROUP INC - 7 625				56,968		56,787
15	AVIS BUDGET CAR - 8 250% - 10/15/2014				5,088		5,525
16	BANK OF NOVA SCOTIA - 1 375% - 02/17/20				9,989		10,014
17	BE AEROSPACE INC - 6 875% - 10/01/2015				4,365		4,450
18	BEAR STEARNS COS IN NTS 06 400% 10/0				16,220		16,814
19	BERRY PLASTICS CORP SR 2PRI - 9 500%				34,045		33,000
20	BEVERAGES & MORE INC - 9 625% - 10/01/				35,963		35,831
21	C&S GROUP ENTERPRISELLC 144A - 8 375				53,569		52,874
22	CABLEVISION SYS CORPSR NT - 8 000% -				3,195		3,379
23	CAPELLA HEALTHCARE-9 250%-07/01/2017				35,865		37,538
24	CATERPILLAR FINL SVCS - 6 125% - 02/17/				16,572		15,944
25	CCO HLDGS LLC / CCO SR NT - 7 000% - 0				5,113		5,394
26	CCO HOLDING LLC - 5 250% - 09/30/2022				35,757		35,438
27	CENVEO CORP SR 2LIEN NT - 8 875% - 02/				29,575		33,250
28	CHAPPARAL ENERGY 7 625%				35,150		36,750
29	CHESAPEAKE ENERGY CORP - 6 125% - 0				2,779		3,113
30	CHESAPEAKE OILFIELD FIN INC - 6 625% -				35,413		32,988
31	CIT GROUP INC BOND - 05 000% - 05/15/20				35,306		37,100
32	CITIZENS COMMUNICATIONS CO - 9 000%				41,580		44,000
33	CONOCPHILLIPS CDA FDG 05 625% 10/15/				8,268		8,209
34	COTT BEVERAGES SER B - 8 125% - 09/01/				5,450		5,525
35	CVS CAREMARK - 5 750% - 06/01/2017				16,436		16,738
36	DAVITA INC - 6 625% - 11/01/2014				47,950		48,937
37	DENBURY RESOURCES 6 375% - 08/21/201				5,370		5,500
38	DIGICEL GROUP LTD - 8 250% - 09/01/2017				43,342		42,800
39	EMBARQ CORP NT - 7 995% - 06/01/36				5,270		5,523
40	EVEREST ACQ LLC - 9 375% - 05/01/2020				55,505		62,012
41	EXPRESS LLC - 8 750% - 03/01/2018				54,312		54,124
42	FELCOR LODGING LTD PSHIP - 6 750% - 0				32,550		37,188
43	FERRELLGAS LP SER B - 9 125% - 10/01/20				5,288		5,413
44	FIESTA RESTAURANT - 8 875% -08/152016				42,600		42,750
45	FOREST OIL CORP SR-7 25000%-06/15/201				5,125		5,025
46	FRESENIUS MED CARE US FIN II-5 625%-0				35,481		37,581
47	FRONTIER COMMUNICATIONS BOND 09 2				5,900		5,863
48	GE CAP CORP - 4 375% - 09/16/2020				15,834		16,741

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

	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
				2,232,722	2,846,452	0	2,937,705
49	GOLDMAN SACHS - 5 350% - 01/15/2016				16,617		16,581
50	GRAPHIC PACKAGE - 7 875% -10/01/2014				5,350		5,525
51	GRIFFON CORP SR NT - 7 125% - 04/01/201				33,250		37,100
52	GXS WORLDWIDE INC SR NT - 9 750% - 06/				32,900		36,488
53	HCA HOLDINGS INC - 7 750% - 05/15/2021				36,225		37,975
54	HCP INC - 5 375% - 02/01/2021				15,749		15,943
55	HEALTHSOUTH CORP CRP - 7 750% - 09/15				41,284		44,946
56	HERTZ CORP BOND - 7 375% - 01/15/2021				5,050		5,500
57	HUNTSMAN INTL LLC - 8 625% - 03/15/2021				5,400		5,713
58	IGATE CORP 45169UAC9				34,694		37,931
59	INT'L LEASE FIN CORP - 8 625% - 01/15/202				5,550		6,175
60	INTELSAT BERMUDA LTD - 11 500% - 02/04				36,400		37,188
61	INTERNATIONAL LEASE FIN CORP - 5 875%				48,562		52,699
62	IRON MOUNTAIN INC BOND - 5 750% - 08/1				5,019		5,063
63	KB HOME - 9 100% - 09/15/2017				38,675		40,688
64	KENNEDY-WILSON INC - 8 750% - 04/01/201				36,575		37,275
65	KINDER MORGAN FINANCE-6 00%-01/15/20				36,050		38,470
66	LAMAR MEDIA CORP - 7 875% - 04/15/2018				4,250		4,420
67	LANDRYS INC - 9 375% - 05/01/2020				35,563		36,925
68	LEVEL 3 FINANCING INC BOND- 8 125% - 0				26,375		27,250
69	LIBERTY TIRE RECYCLING LLC - 11 000% -				35,525		32,375
70	LINN ENERGY LLC - 6 250% - 11/01/2019				49,971		50,249
71	MARTIN MIDSTREAM PARTNERS LP - 8 875				36,250		37,275
72	MAXIM CRANE WORKS 144A - 12 250% - 0				21,750		25,625
73	MEDIACOM LLC / MEDIACOM CAP-9 1250%				5,363		5,538
74	METLIFE INC NOTES 07 71700% 02/15/2019				16,478		17,043
75	MILACRON LLC / MCRON FIN CORP - 8 375				25,594		25,625
76	NOBLE HOLDINGS INTL NOTE - 3 950% - 03				11,836		11,794
77	NRG ENERGY INC - 7 625% - 01/15/2018				44,900		44,400
78	NRG ENERGY INC SR NT ACRD 8 25%-09/0				5,038		5,600
79	ONEOK PARTNERS LP SR NT - 3 375% - 10				16,107		16,305
80	PACKAGING DYNAMICS CORP - 8 750% - 0				51,812		52,249
81	PARKER DRILLING CO - 9 125% - 04/01/201				36,050		37,363
82	PEABODY ENERGY CORP - 7 875% - 11/01/				5,425		5,400
83	PINNACLE FOODS FIN LLC - 8 250% - 09/01				38,490		37,275
84	POLYMER GROUP INC - 7 750% - 02/01/201				4,200		4,290
85	PROVIDENT FDG ASSOCIATES LP-10 125%				46,875		52,749
86	QUIKSILVER INC - 6 875% 04/15/2015				43,965		44,213
87	RANGE RES CORP SR SUB NT - 5 000% - 0				1,005		1,045
88	REYNOLDS GROUP 7 125% - 04/15/2019				42,700		43,000
89	RITE AID CORP SR NT - 9 250% - 03/15/202				35,263		37,275
90	ROUSE CO MTN BE SR NT - 6 750% - 11/09				35,525		36,706
91	RR DONELLEY & SONS CO NOTES - 7 250%				5,835		5,790
92	SESI L L C SR NT 7 125% 12/15/2021				55,937		55,624
93	SPX CORP SER B - 6 875% - 09/01/2017				5,375		5,575
94	SUBURBAN PROPANE PARTNERS L P-7 37				5,188		5,413
95	SUNSTATE EQUIP CO LLC / INC - 12 000%				32,900		37,713
96	TEEKAY CORPORATION - 8 500% - 01/15/20				5,993		6,330

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

	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
				2,232,722	2,846,452	0	2,937,705
97	TENET HEALTHCARE CORP - 8 000% - 08/0				37,406		37,691
98	TENNECO INC SR NT - 6 87500% - 12/15/20				5,425		5,444
99	TESORO CORP -5 375% - 10/01/2022				35,963		37,275
100	TIME WARNER CABLE INC - 5 850% - 05/01				16,573		16,538
101	TOYOTA MTR CRED SER B - 3 300% - 01/12				15,961		17,262
102	TRANSDIGM INC SER B - 7 750% - 12/15/20				5,413		5,531
103	UNITED RENTALS NORTHAM - 6 125% - 06				5,131		5,275
104	VANGUARD NAT RES LLC-7 875%-04/01/20				34,781		36,575
105	VERIZON WIRELESS CAP LLC - 5 550% - 02				16,047		15,746
106	W & T OFFSHORE INC - 8 500% - 06/15/201				21,325		21,500
107	WACHOVIA CORP NT - 5 750% - 06/15/2017				16,898		17,766
108	WHITING PETE CORP-6 50%-10/01/2018				37,406		37,625
109	WINDSTREAM CORP SR NT 144A - 7 500%				49,999		52,999
110	YCC HLDGS LLC / YANKEE FIN INC - 10 250				31,150		36,141

Part II, Line 13 (990-PF) - Investments - Other

			1 219,536	1,756,464	1,920,269
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	ACL ALTERNATIVE FUND SAC LIMITED			185,046	179,451
2	BREITBURN ENERGY PARTNERS, L P			34,837	42,481
3	COMPASS DIVERSIFIED HOLDINGS			34,048	36,775
4	COPANO ENERGY LLC			35,712	47,445
5	DB COMMODITY INDEX TRACKING FUND			50,285	50,810
6	ENTERPRISE PRODUCTS PARTNERS LP			34,254	50,080
7	HPC BLCKRK GLBL ASC CL D ESC HPCX1			100,000	98,086
8	HPC DOUBLE BLK DMND D-D ESC			100,000	109,047
9	HPC MILLENNIUM INT LTD D ESC			300,000	315,220
10	HPC STARBOARD VALUE LTD D ESC			100,000	112,310
11	KKR FINANCIAL HOLDINGS LLC			47,616	52,800
12	LEGACY RESERVES LP			47,805	47,600
13	MAGELLAN MIDSTREAM PARTNERS LP			41,469	60,466
14	MEMORIAL PRODUCTION PARTNERS LP			43,043	44,600
15	MPLX LP			41,709	46,785
16	MS OPPORTUNISTIC MORTGAGE INC FUN			300,000	307,482
17	PLAINS ALL AMERICAN PIPELINE LP			45,418	54,288
18	STONEMOR PARTNERS LP			36,996	31,245
19	SUNOCO LOGISTICS PARTNERS LP			40,570	62,163
20	TARGA RESOURCES PARTNERS LP			36,003	46,725
21	TEEKAY LNG PARTNERS LP			32,212	37,780
22	VANGUARD NATURAL RES LLC			38,225	39,000
23	WESTERN GAS PARTNERS, LP			31,216	47,630

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										0	0	0
1	Andrea Leven		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		VP / Dir	1 00	0	0	0
2	Jon Leven		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		VP	1 00	0	0	0
3	Michael A Leven		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Pres / Dir / Sec	1 00	0	0	0